

MARVEL

the **AMAZING SPIDER-MAN®**



**THE COMPLETE BEN REILLY EPIC
BOOK 3**

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC



the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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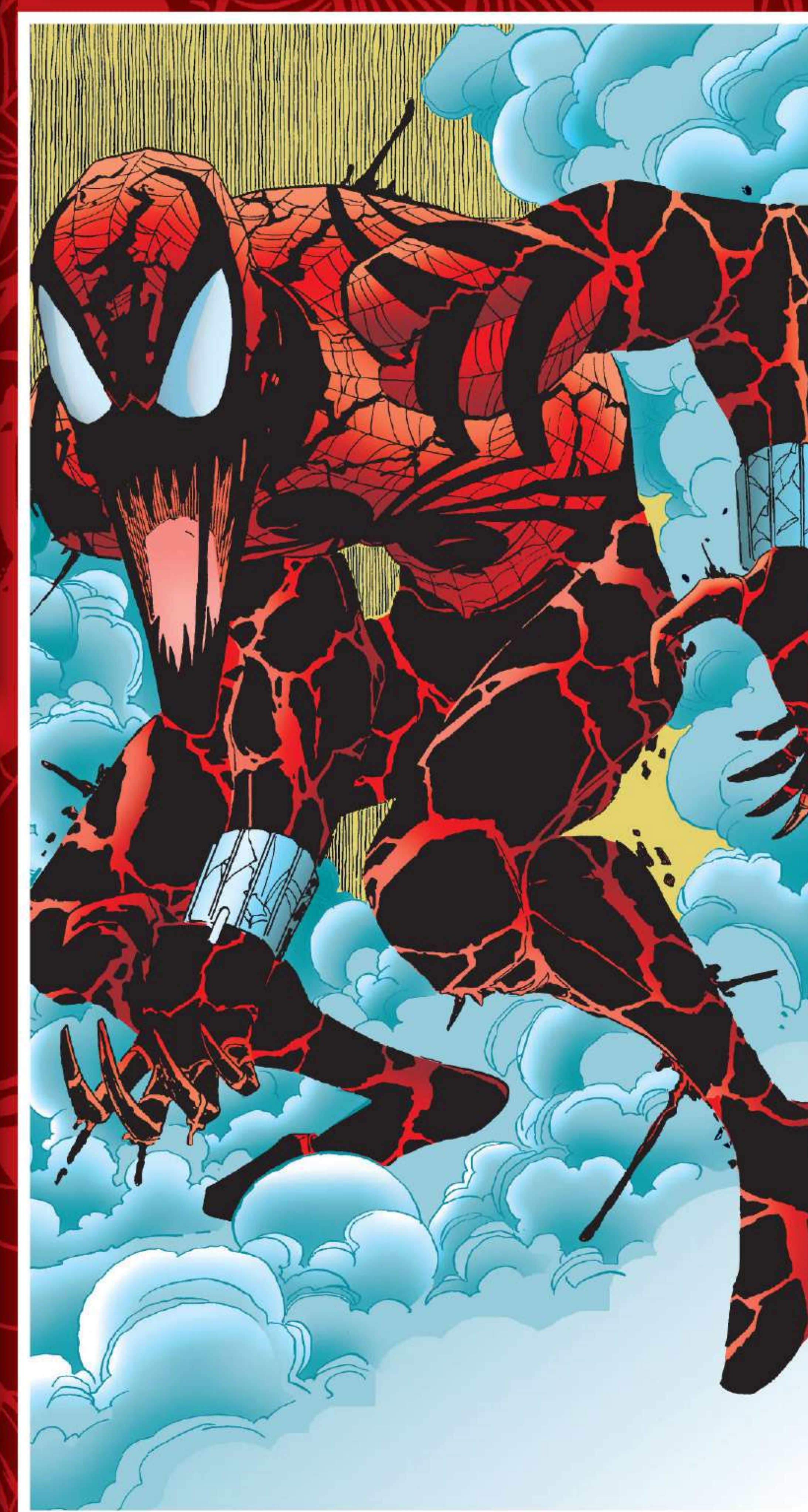
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A SPIDER-MAN.
SPECIAL EVENT.

#1
DEC

SPIDER-MAN[®] THE FINAL ADVENTURE



12/1/97 Albrecht

WITH A VERY NERVOUS SMILE, STAN LEE PROUDLY PRESENTS WHAT COULD ONLY BE CALLED THE FINAL ADVENTURE OF PETER PARKER AS

SPIDER-MAN

SO WHO NEEDS TO WEAR ITCHY SPANDEX AND SWING AROUND TOWN?

TEST TUBES AND BEAKERS REFLECT MY FACE. A DNA HELIX CHAIN KEEPS ME TIED TO MY DESK.

I COULDN'T BE HAPPIER.

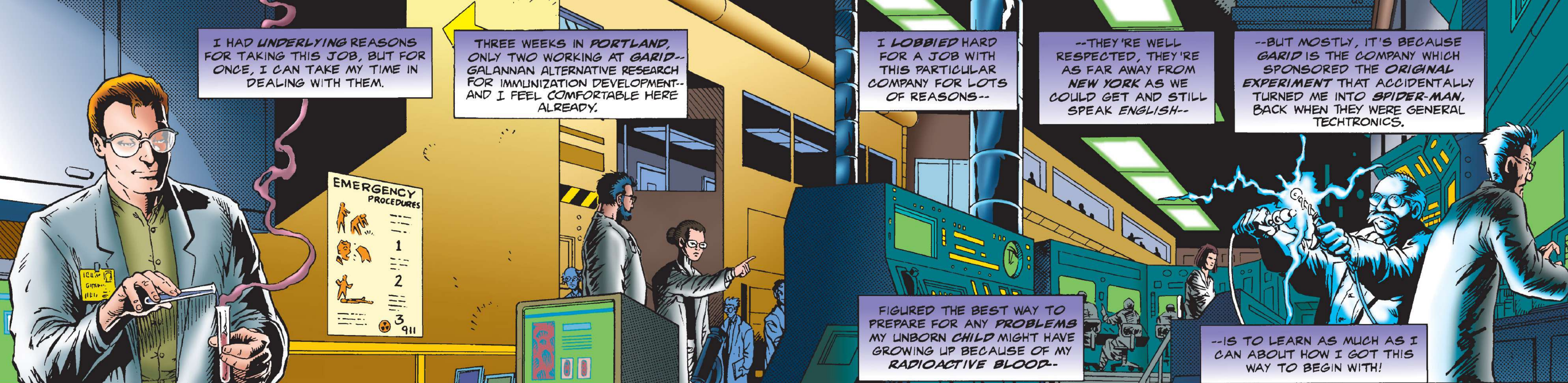
PETER PARKER HAS REDISCOVERED HIS PASSION FOR SCIENCE AGAIN!

FUNNY, HOW SOMETIMES, IT TAKES LEAVING EVERYONE YOU KNEW--EVERYTHING YOU THOUGHT YOU NEEDED--

--JUST TO FIND YOURSELF ALL OVER AGAIN.

DESTINY'S
WEB

brought to you by
FABIAN NICIEZA • writer
DARICK ROBERTSON • penciler
JEFF ALBRECHT • inker
OAKLEY / NJQ • letterers
GREGORY WRIGHT • colorist
GLENN GREENBERG •
assistant editor
TOM BREVOORT • editor
BOB BUDIANSKY • the big web
MALIBU • computer color



I HAD UNDERLYING REASONS FOR TAKING THIS JOB, BUT FOR ONCE, I CAN TAKE MY TIME IN DEALING WITH THEM.

THREE WEEKS IN PORTLAND, ONLY TWO WORKING AT GARID-- GALANNAN ALTERNATIVE RESEARCH FOR IMMUNIZATION DEVELOPMENT-- AND I FEEL COMFORTABLE HERE ALREADY.

I LOBBIED HARD FOR A JOB WITH THIS PARTICULAR COMPANY FOR LOTS OF REASONS--

--THEY'RE WELL RESPECTED, THEY'RE AS FAR AWAY FROM NEW YORK AS WE COULD GET AND STILL SPEAK ENGLISH--

--BUT MOSTLY, IT'S BECAUSE GARID IS THE COMPANY WHICH SPONSORED THE ORIGINAL EXPERIMENT THAT ACCIDENTALLY TURNED ME INTO SPIDER-MAN, BACK WHEN THEY WERE GENERAL TECHTRONICS.

FIGURED THE BEST WAY TO PREPARE FOR ANY PROBLEMS MY UNBORN CHILD MIGHT HAVE GROWING UP BECAUSE OF MY RADIOACTIVE BLOOD--

--IS TO LEARN AS MUCH AS I CAN ABOUT HOW I GOT THIS WAY TO BEGIN WITH!

AS A RESEARCH ASSISTANT, MY FIRST ASSIGNMENT, CONVENIENTLY ENOUGH, HAS BEEN TO ORIENT MYSELF WITH THE COMPANY'S DATABASE.

I'VE SPENT TWO GLORIOUS WEEKS READING OVER FILES, SEEING BRILLIANT SCIENTIFIC MINDS AT WORK--

--HMM... THAT'S ODD.

File: Edit View

GROUP A STREPTOCOCCUS (GAS)

NECROTIZING FASCITIS EXPERIMENTAL SYNTHETICS

TEST RESULTS M-1 STRAIN

PROCEDURE 12-A; DATED 8/27/95

FAILURE SUSPECTED DUE TO CHALONE PROTEIN DEFAULT

THIS ONE IS REALLY OUT OF STAR TREK...

...A SYNTHETIC SKIN DEVELOPMENT? FOR WHAT?

MAYBE TO TREAT BURN VICTIMS?

BUT THE FILE ENTRY MENTIONED A NECROTIZING FASCITIS-- THAT'S AN INVASIVE STREPTOCOCCAL DISEASE.

IN LAYMAN'S TERM, A FLESH EATER.

I WONDER HOW THEY EXPECT TO--

YOU CAN'T PULL THE TREATMENT ON BLOCK SIX, ERIC!

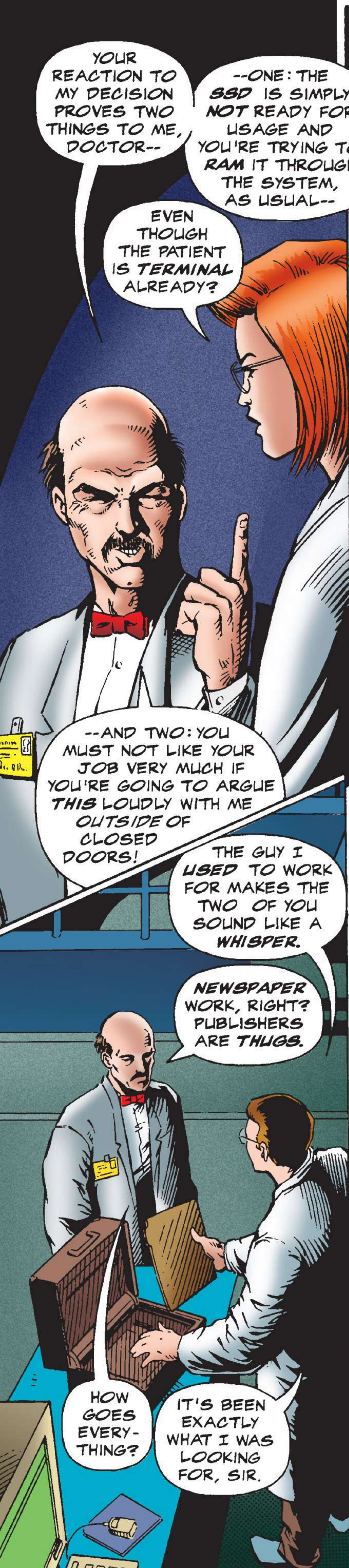
HMM--?

SPIDER-SENSE IS TINGLING MILDLY? WHY? IT ONLY DOES THE CRANIAL LAMBADA WHEN THERE'S DANGER--

I'M SORRY, MONICA, BUT YOU'VE LEFT ME LITTLE CHOICE.

DR. ERIC SCHWINNER AND DR. MONICA STAPHOS.

HE RUNS GARID. SHE RUNS HIM RAGGED.



YOUR REACTION TO MY DECISION PROVES TWO THINGS TO ME, DOCTOR--

--ONE: THE SSD IS SIMPLY NOT READY FOR USAGE AND YOU'RE TRYING TO RAM IT THROUGH THE SYSTEM, AS USUAL--

EVEN THOUGH THE PATIENT IS *TERMINAL* ALREADY?

--AND TWO: YOU MUST NOT LIKE YOUR JOB VERY MUCH IF YOU'RE GOING TO ARGUE *THIS* LOUDLY WITH ME OUTSIDE OF CLOSED DOORS!

THE GUY I USED TO WORK FOR MAKES THE TWO OF YOU SOUND LIKE A *WHISPER*.

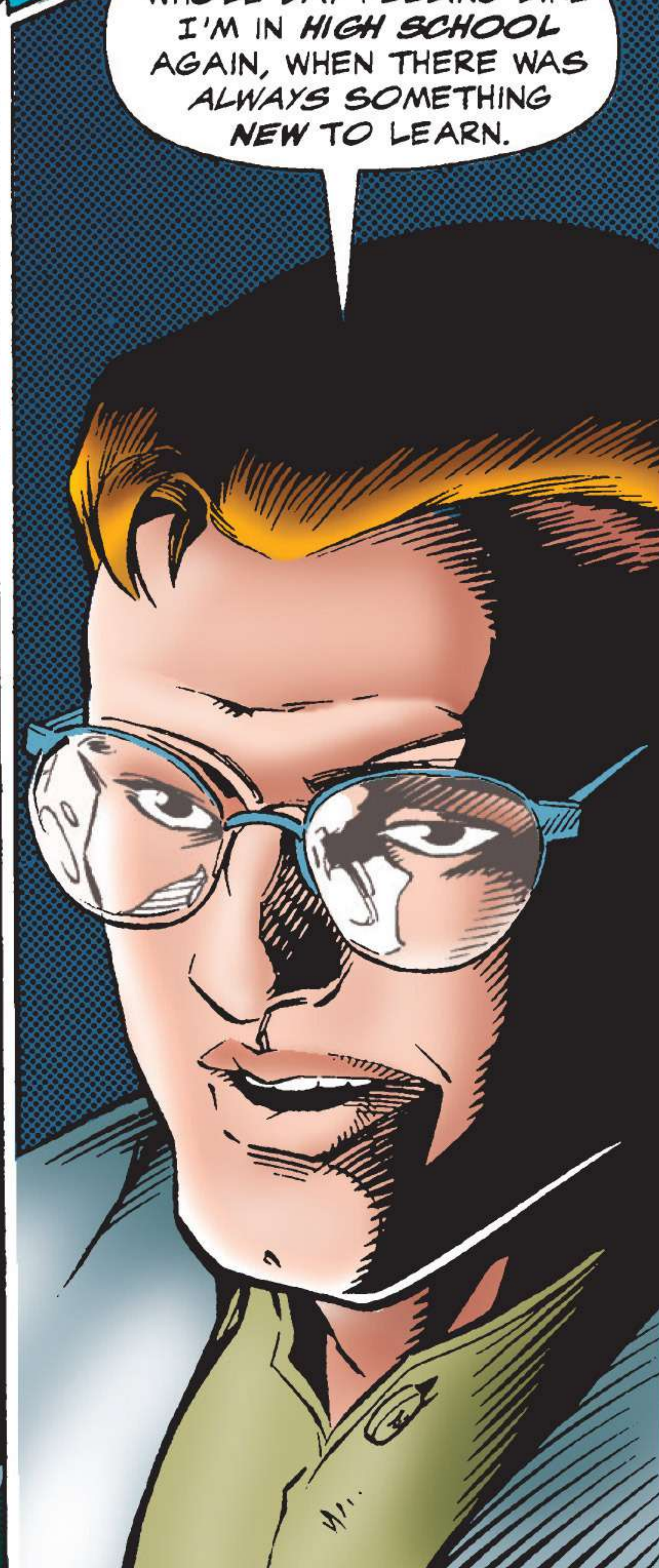
NEWSPAPER WORK, RIGHT? PUBLISHERS ARE *THUGS*.

HOW GOES EVERYTHING?

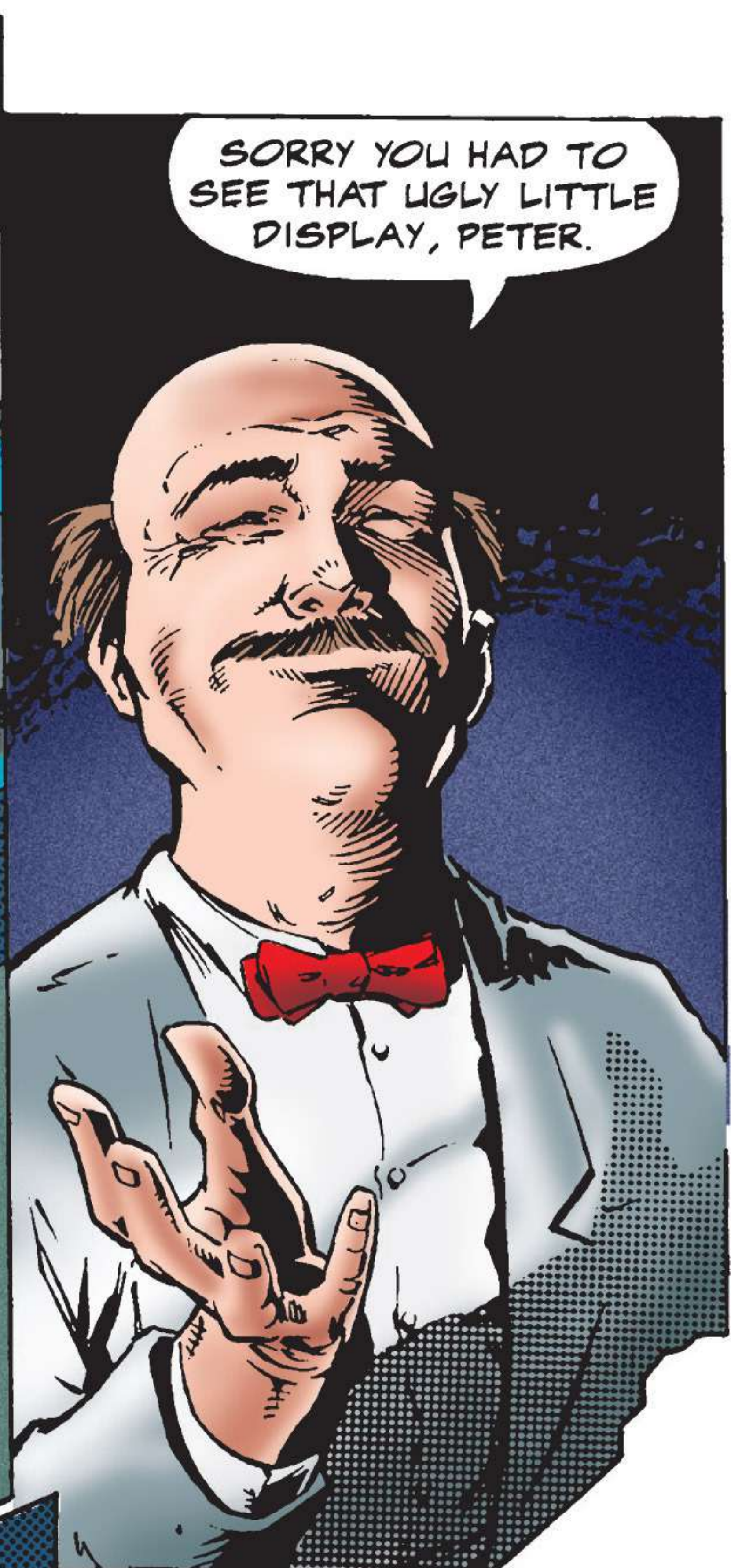
IT'S BEEN EXACTLY WHAT I WAS LOOKING FOR, SIR.



KILLER BACKHAND, DOC.



I SPEND THE WHOLE DAY FEELING LIKE I'M IN *HIGH SCHOOL* AGAIN, WHEN THERE WAS ALWAYS SOMETHING NEW TO LEARN.



SORRY YOU HAD TO SEE THAT UGLY LITTLE DISPLAY, PETER.

AH, YES, *HIGH SCHOOL*. YOU MENTIONED SOMETHING ABOUT ONE OF OUR EXHIBITS DURING OUR FIRST INTERVIEW?



IRONIC, ISN'T IT, AFTER ALL THIS TIME, TO END UP HERE WITH US?

YEAH, PRETTY *IRONIC*, ALL RIGHT...

NO MATTER
HOW MANY
STRANGE
TURNS MY
LIFE TAKES...

GALANNAN
ALTERNATIVE RESEARCH FOR
HUMANIZATION DEVELOPMENT

...THINGS ALWAYS
SEEM TO COME
RIGHT BACK
AROUND IN A
CIRCLE, DON'T
THEY?

VRRRRRRRRMMMMMM

AS IF MY LIFE
BEGAN AND ENDED
ON THAT ONE
FATEFUL DAY...

...WHEN A YOUNG
MAN WAS
WATCHING A
SCIENCE EXHIBIT--

--AND A
SPIDER
CAME
SLIDING
DOWN...

...I REMEMBER THE
PAIN--FOR A SECOND--
I DON'T MEAN,
"OUCH-HURT," I MEAN,
"\$%&*#X, THAT HURT"
KIND OF PAIN.

SPIDERS
DON'T BITE,
DO THEY?

THIS
ONE DID.

FELT LIKE THE LITTLE
SUCKER TOOK A CHUNK
OF FLESH ALONG WITH
IT!

MY BODY
FLUSHED--NOT
WARM FROM A
FEVER--

--BUT AS IF
SOMEONE HAD
PLUMPED **BOILING**
HOT WATER
THROUGH MY VEINS!

I REMEMBER THE BALD
DOCTOR BEHIND ME (I
DIDN'T KNOW IT WAS
SCHWINNER UNTIL HE
INTERVIEWED ME A FEW
WEEKS AGO) SAYING--

LOOKS AS
THOUGH OUR
EXPERIMENT HAS
UNNERVED YOUNG
PARKER.

LIKE TO SEE YOU
GET BIT BY A HOT
GLOWING SPIDER,
BUDDY!



THEN AGAIN,
AFTER EVERY-
THING I'VE BEEN
THROUGH SINCE
THEN--

--MAYBE I
WOULDN'T!

FIRST I USED THE
ABILITIES THAT KOOKY
SPIDER GAVE ME THE
SAME WAY ANYONE
ELSE WOULD HAVE--

--TO MAKE BUCKET-
FULS OF MONEY!

BUT AFTER **UNCLE BEN**
WAS KILLED BY A
BURGLAR--THE SAME
CROOK I'D BEEN TOO
SELF-CENTERED TO
STOP DAYS EARLIER--

--I KNEW THAT I WOULD
HAVE TO USE MY
POWERS **RESPONSIBLY**.

AND LIFE'S
BEEN JUST
ONE LONG
RIDE ON THE
CONEY
ISLAND
CYCLONE
EVER SINCE.

EQUAL PARTS
THRILLING AND
TERRIFYING.

PEOPLE I'VE **LOVED**
HAVE **DIED** IN MY
ARMS, PEOPLE I'VE
HATED HAVE BEEN
SAVED BY MY HAND.

JACKALS TO THE LEFT
OF ME, **HOST BODIES**
USED FOR CLONING
PURPOSES TO THE
RIGHT, HERE I AM,
STUCK IN THE MIDDLE
WITH ME.

I'M A **CLONE**!

THE **SCARLET**
SPIDER--**BEN REILLY**--
WAS THE **ORIGINAL**
PETER PARKER.

(I'M DEALING
WITH IT.)

ON THE **PLUS** SIDE,
WE PLAYED
ONE-POTATO AND I
GOT TO KEEP THE
NAME, THE **WIFE**
AND THE **LIFE**.

NOW, I GET GREAT
COFFEE AND BEN
GETS A **FRESH**
START.



SO THE HARDEST CHOICES I COULD HAVE EVER CONCEIVED OF--

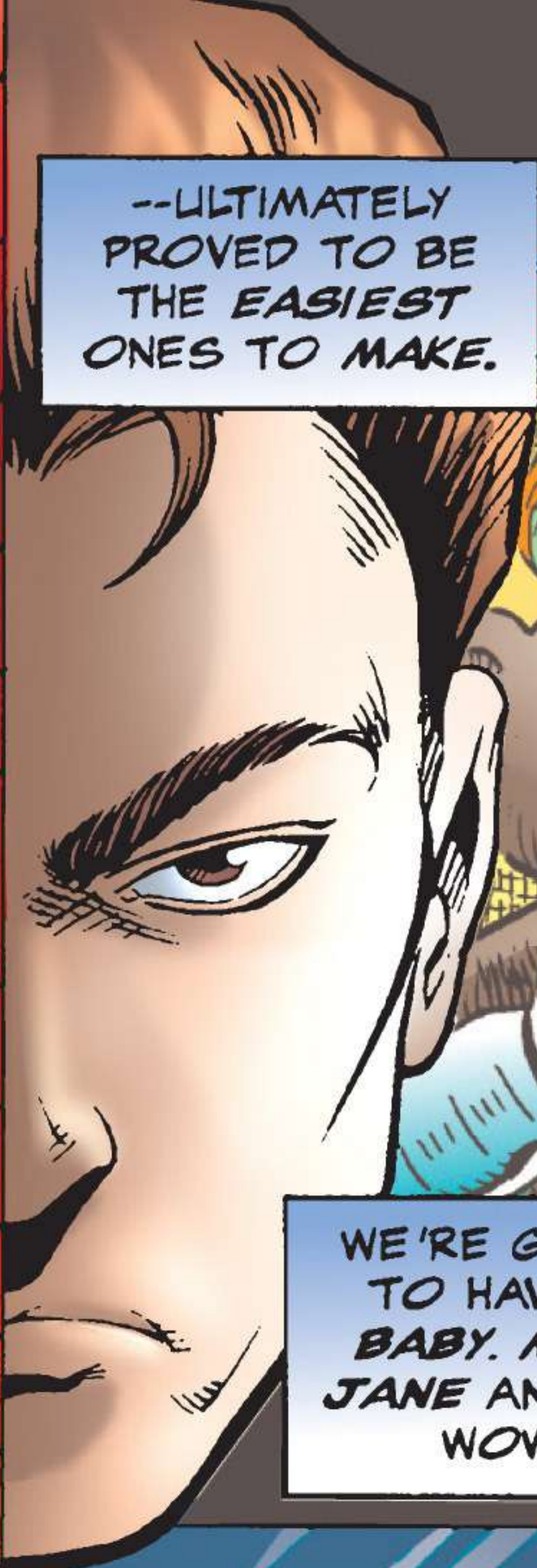
--TO GIVE UP THE *COSTUME*--

--TO LEAVE *MANHATTAN*--

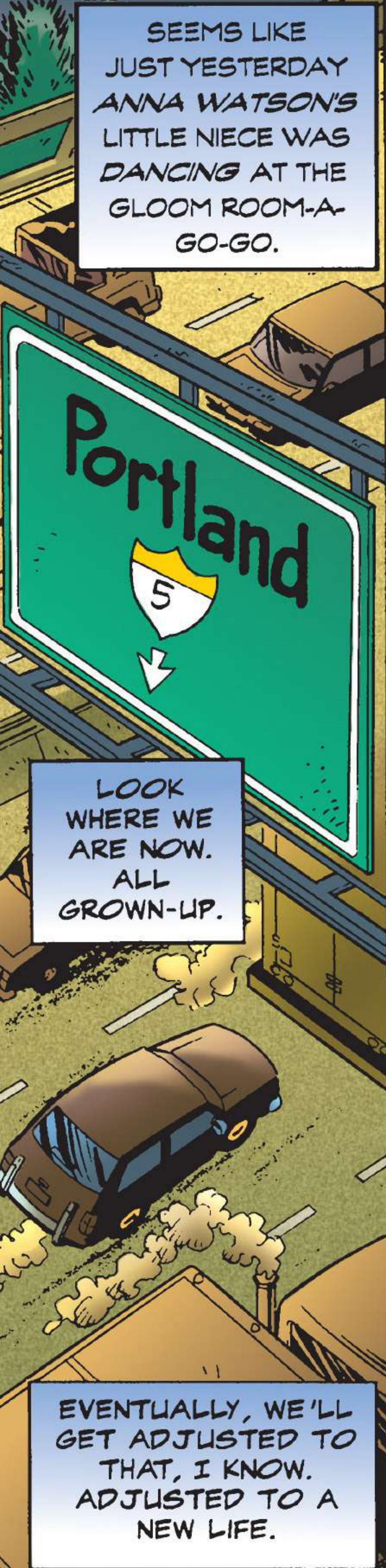
--TO WALK AWAY FROM THE RESPONSIBILITY OF BEING *SPIDER-MAN*--



--ULTIMATELY PROVED TO BE THE *EASIEST* ONES TO MAKE.



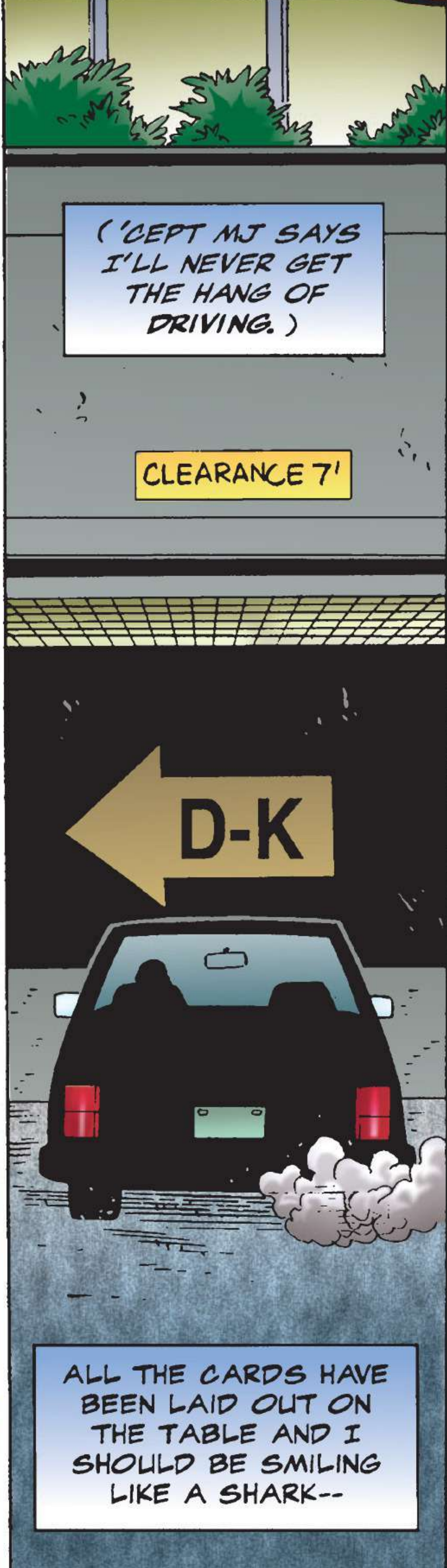
WE'RE GOING TO HAVE A *BABY*. MARY JANE AND ME. WOW.



SEEMS LIKE JUST YESTERDAY ANNA WATSON'S LITTLE NIECE WAS DANCING AT THE GLOOM ROOM-A-GO-GO.

LOOK WHERE WE ARE NOW. ALL GROWN-UP.

EVENТУALLY, WE'LL GET ADJUSTED TO THAT, I KNOW. ADJUSTED TO A NEW LIFE.



('CEPT MJ SAYS I'LL NEVER GET THE HANG OF DRIVING.)

CLEARANCE 7'

D-K

ALL THE CARDS HAVE BEEN LAID OUT ON THE TABLE AND I SHOULD BE SMILING LIKE A SHARK--



--BECAUSE THIS CRAZY ROLLER-COASTER RIDE CALLED LIFE HAS DEALT ME A PRETTY GOOD HAND AFTER ALL!



LUUUUUUCY, I'M HOME!

UNTIL THIS VERY MOMENT, OF COURSE...

uhm, MJ... WHAT SMELLS SO...



...UNIQUE--?

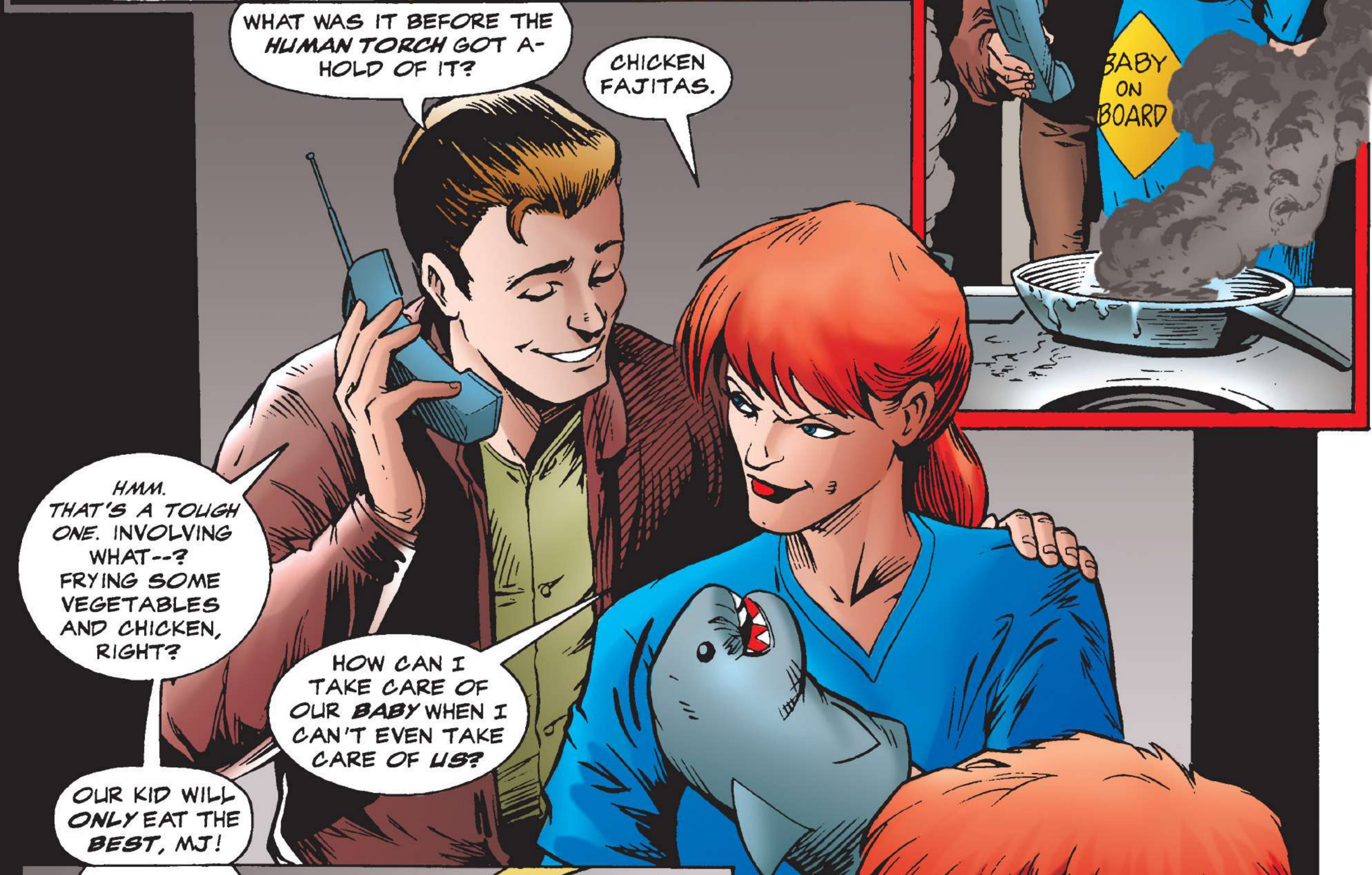
VERY FUNNY.
DIE, PETER.
DIE THE DEATH
OUR *DINNER*
HAS!

A WORSE
FATE I
COULD NOT
IMAGINE.

I COOK
LIKE YOU
DRIVE!



LOOK ON THE BRIGHT
SIDE, YOU CAN ONLY KILL
THE TWO OF US-- THREE
OF US-- I GOT A WHOLE
CITY IN MY SIGHTS!



WHAT WAS IT BEFORE THE
HUMAN TORCH GOT A-
HOLD OF IT?

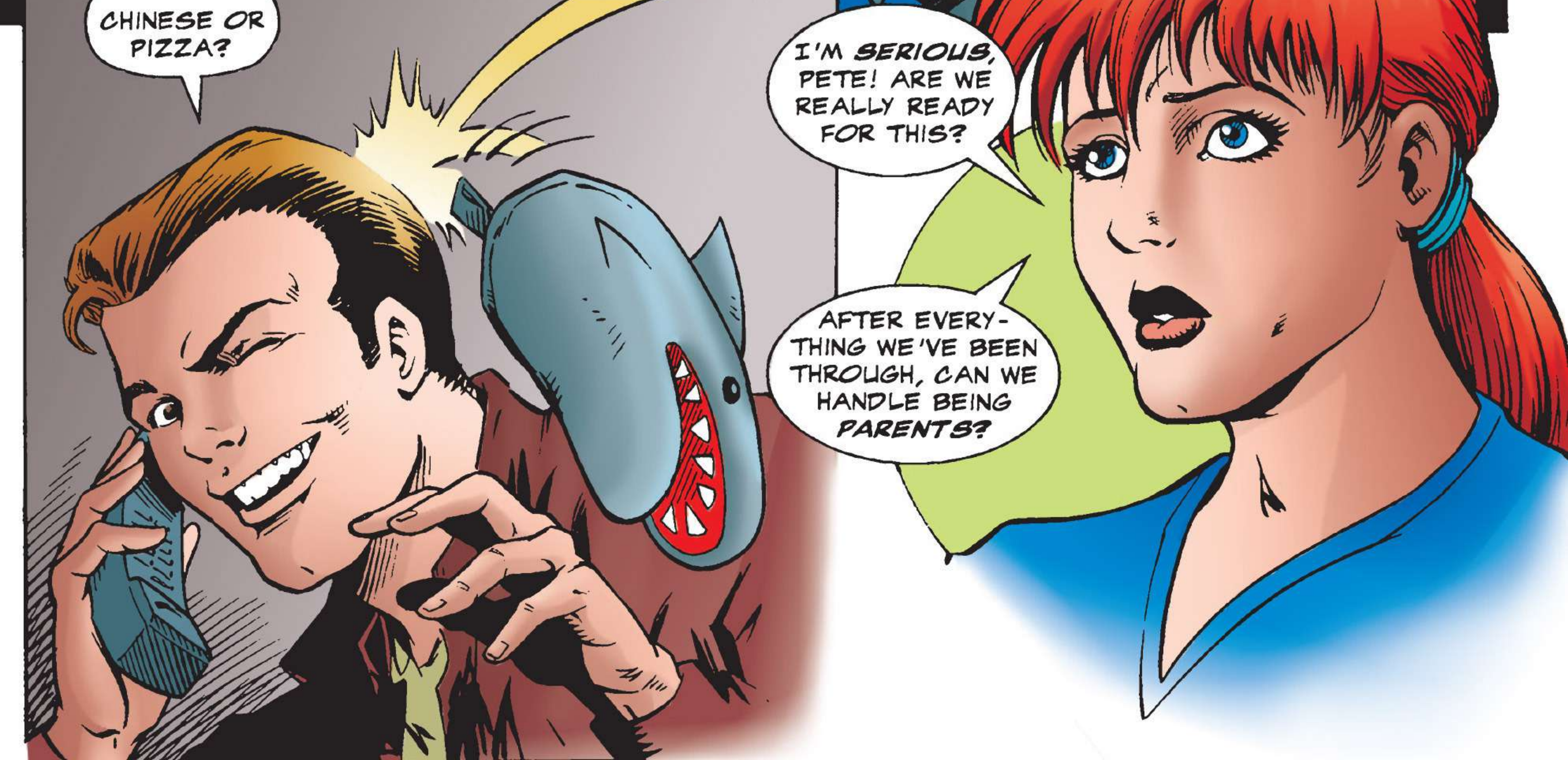
CHICKEN
FAJITAS.

HMM.
THAT'S A TOUGH
ONE. INVOLVING
WHAT--?
FRYING SOME
VEGETABLES
AND CHICKEN,
RIGHT?

HOW CAN I
TAKE CARE OF
OUR *BABY* WHEN I
CAN'T EVEN TAKE
CARE OF *US*?

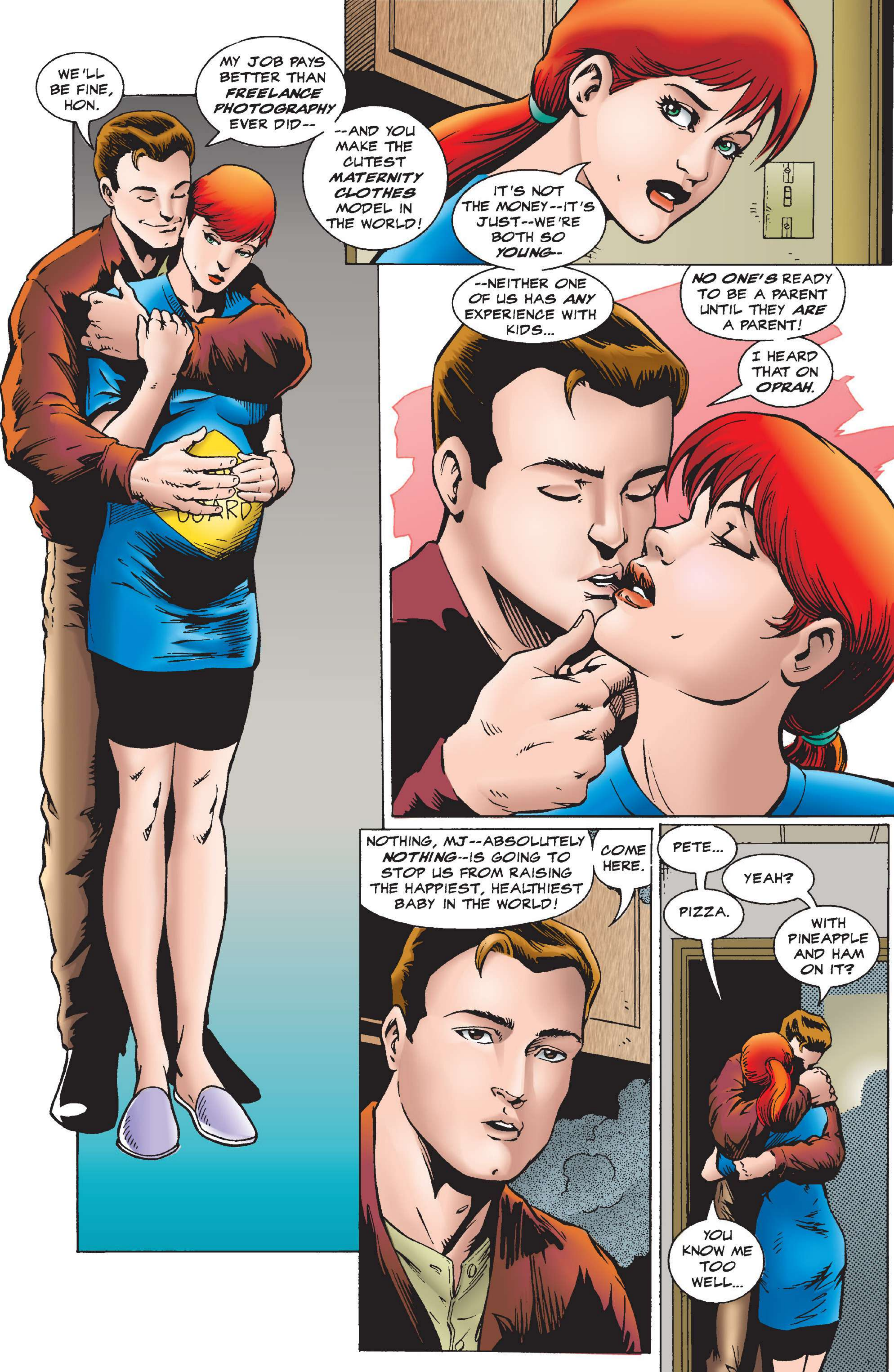
OUR KID WILL
ONLY EAT THE
BEST, MJ!

CHINESE OR
PIZZA?



I'M *SERIOUS*,
PETE! ARE WE
REALLY READY
FOR THIS?

AFTER EVERY-
THING WE'VE BEEN
THROUGH, CAN WE
HANDLE BEING
PARENTS?



WE'LL
BE FINE,
HON.

MY JOB PAYS
BETTER THAN
FREELANCE
PHOTOGRAPHY
EVER DID--

--AND YOU
MAKE THE
CUTEST
MATERNITY
CLOTHES
MODEL IN
THE WORLD!

IT'S NOT
THE MONEY--IT'S
JUST--WE'RE
BOTH SO
YOUNG--

--NEITHER ONE
OF US HAS ANY
EXPERIENCE WITH
KIDS...

NO ONE'S READY
TO BE A PARENT
UNTIL THEY ARE
A PARENT!

I HEARD
THAT ON
OPRAH.

NOTHING, MJ--ABSOLUTELY
NOTHING--IS GOING TO
STOP US FROM RAISING
THE HAPPIEST, HEALTHIEST
BABY IN THE WORLD!

COME
HERE.

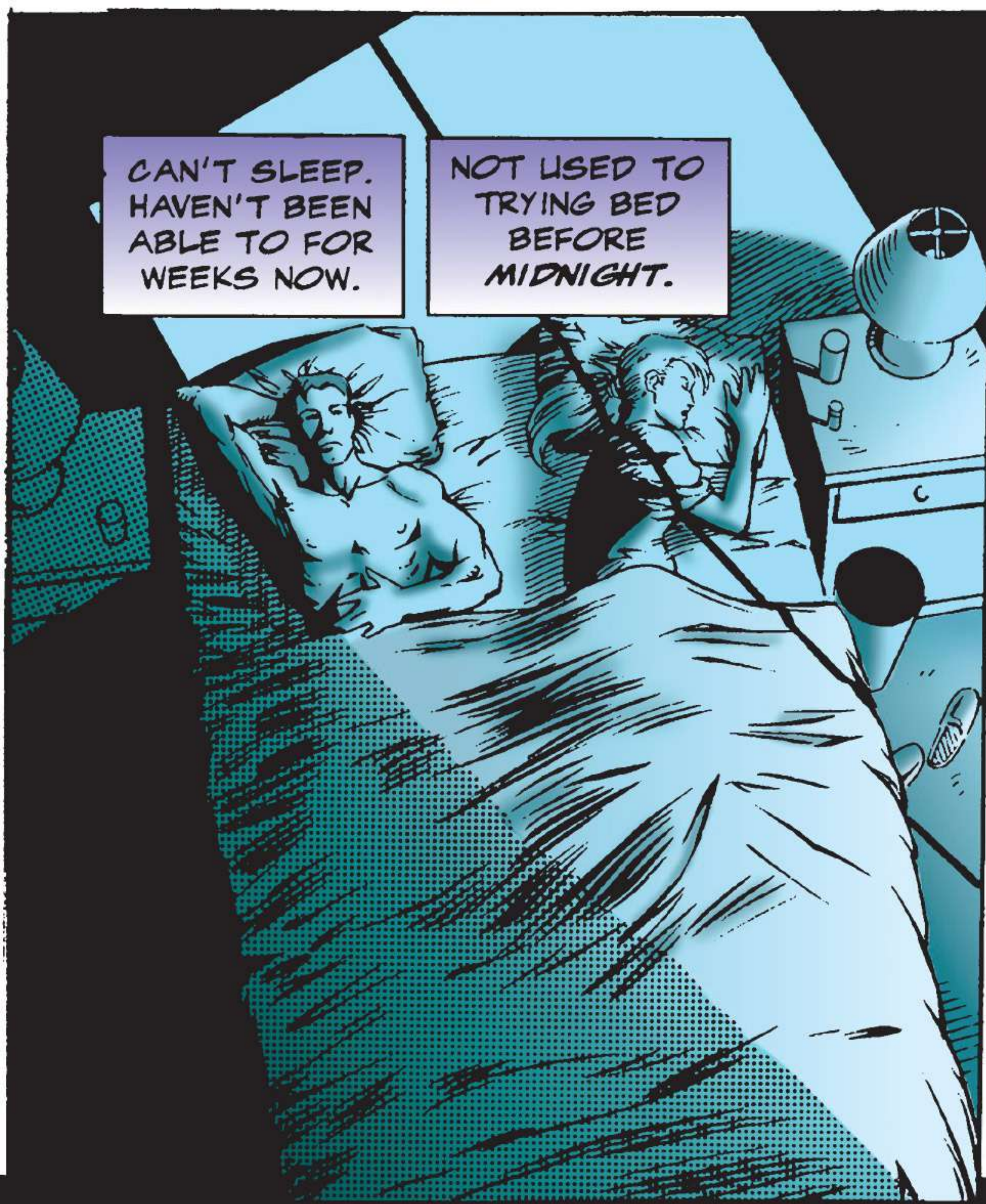
PETE...

YEAH?

PIZZA.

WITH
PINEAPPLE
AND HAM
ON IT?

YOU
KNOW ME
TOO
WELL...



CAN'T SLEEP.
HAVEN'T BEEN
ABLE TO FOR
WEEKS NOW.

NOT USED TO
TRYING BED
BEFORE
MIDNIGHT.

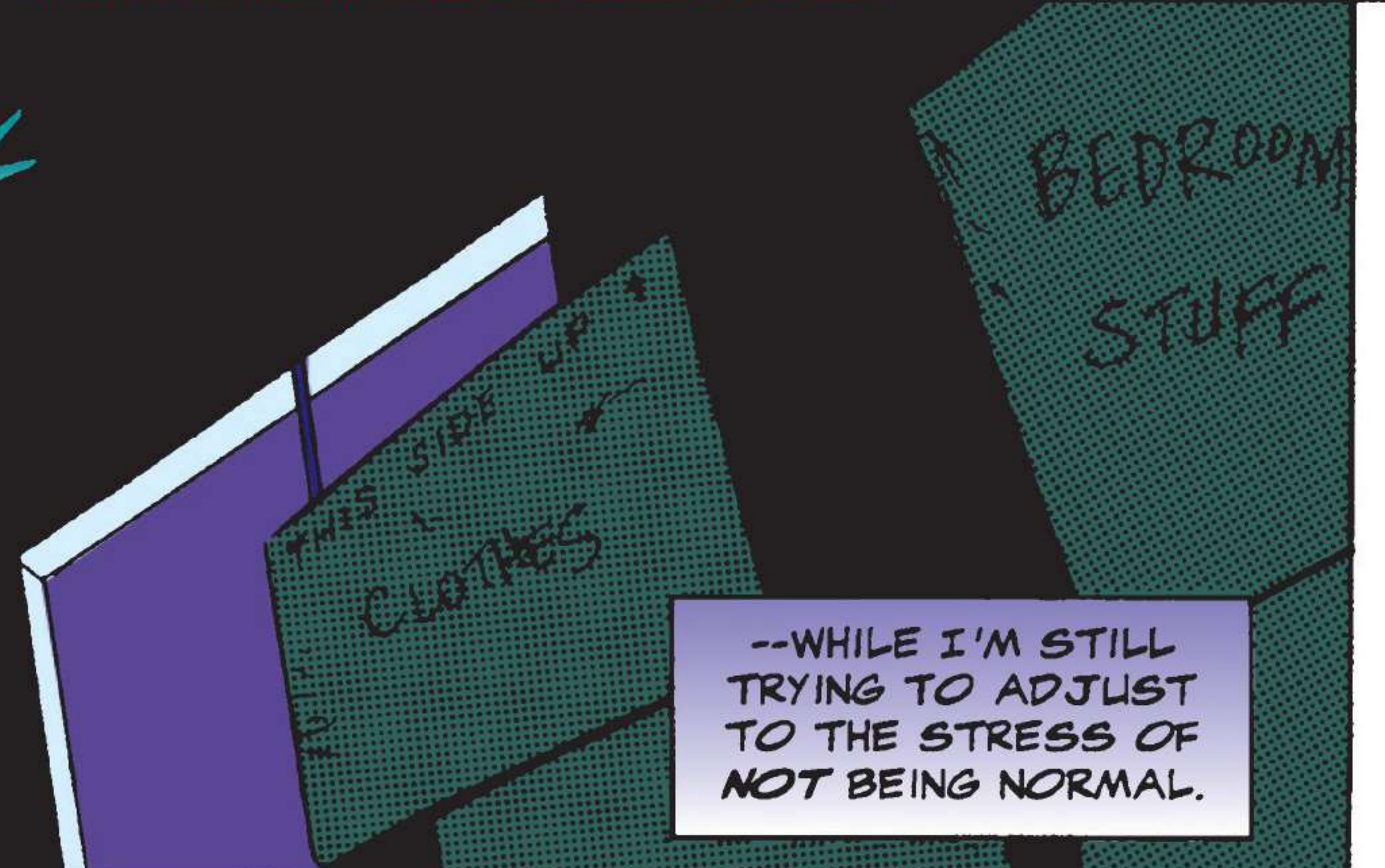


NIGHT TIME
WAS WHEN THE
CITY CAME
ALIVE FOR ME.

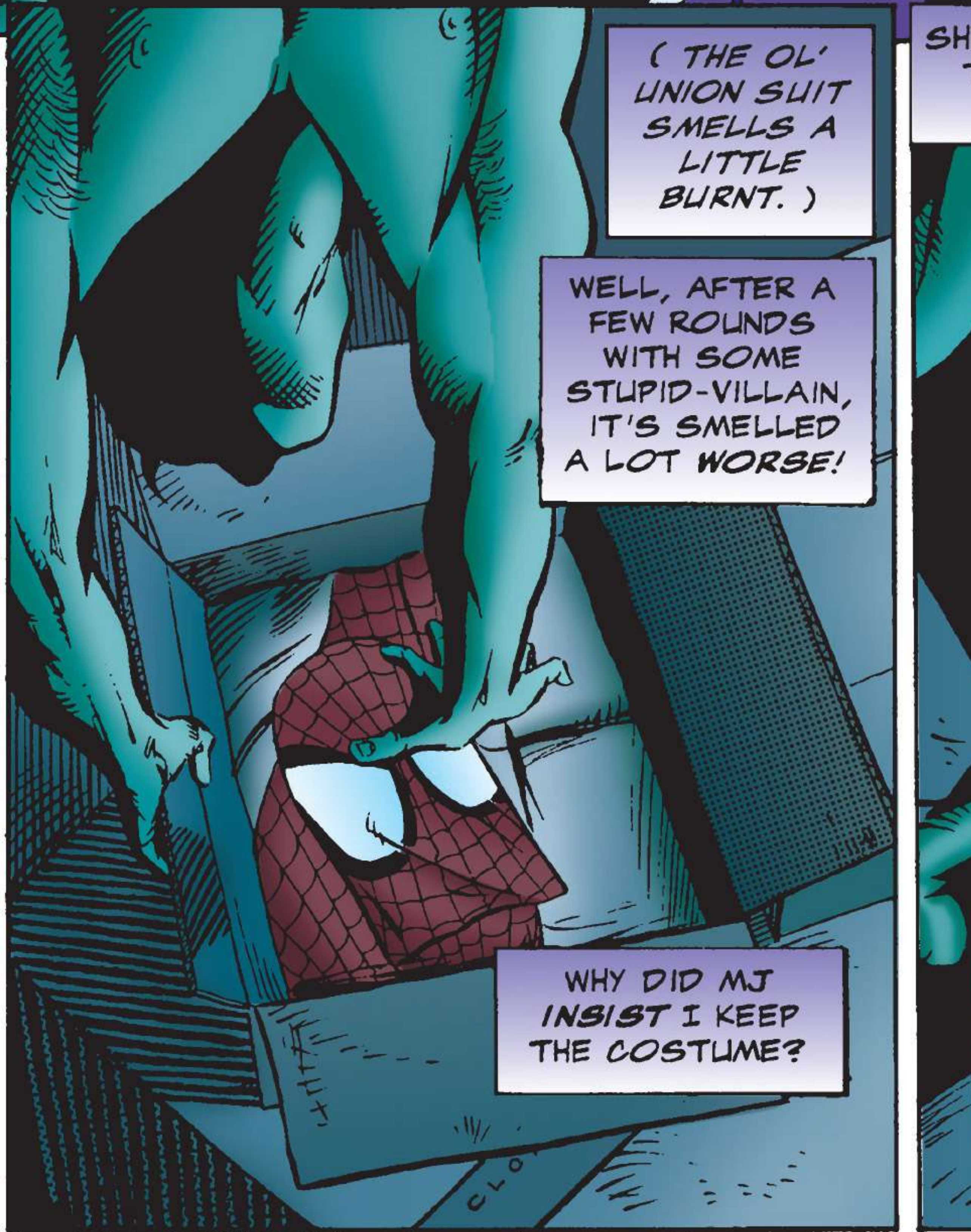
WIND IN MY FACE,
NEON RUSHING
BY IN A BLUR OF
MOTION.



MJ IS WORRIED
ABOUT COPING WITH
THE STRESS OF
BEING NORMAL--



--WHILE I'M STILL
TRYING TO ADJUST
TO THE STRESS OF
NOT BEING NORMAL.



(THE OL'
UNION SUIT
SMELLS A
LITTLE
BURNT.)

WELL, AFTER A
FEW ROUNDS
WITH SOME
STUPID-VILLAIN,
IT'S SMELLED
A LOT WORSE!

WHY DID MJ
INSIST I KEEP
THE COSTUME?



SHE MUST HAVE KNOWN
THE TEMPTATION IT
WOULD POSE.



MAYBE IT'S
BECAUSE OF
THAT TEMPTATION
THAT SHE DID IT.

TO MAKE SURE
I COULD
RESIST IT...

...EVERY
SINGLE DAY...

DAILY BUGLE. CITY DESK. PLEASE HOLD.

TASTES LIKE WET RUBBER TODAY!

THAT POT'S BEEN SITTING ON THE BURNER FOR HOURS, GLORY.

DAILY BUGLE. CITY DESK. PLEASE HOLD.

DAILY

BUN

SO WITH PARKER GONE, THERE GO THE FLASHY SPIDER-MAN PICS.

YEAH, WE'LL HAVE TO RELY ON SOLID REPORTING FOR A CHANGE.

I REMIND YOU A BIT OF YOUR UNCLE, RIGHT, PHIL?

ATTITUDE, ELLIS, YOU'RE NOTHING BUT.

BACK WHEN OL' BEN URICH REALLY WORKED A STORY 'TIL IT BLED BLACK INK, I MEAN.

KEN, YOU GOTTA GET SQUARED BEFORE YOU'RE HALF THE REPORTER HE IS.

YEAH, SPEAKING OF SQUARES...

...BEN, CAN WE TALK A MO'?

YOU KNOW THE RULES, ELLIS.

UNTIL MY SECOND CIG AND THIRD CUP OF COFFEE, YOU DON'T EXIST IN THE MORNING.

IF I DIDN'T EXIST, HOW COULD I CATCH ALL THE CRUMBS YOU LEAVE ME?



A NICE
SEGUE, I
MIGHT ADD...

...I WAS
THINKING OF
A DIFFERENT
ANGLE ON A
STORY YOU
DROPPED.

WANTED
TO WORK IT
THROUGH
AFTER *PETER
PARKER'S*
TRIAL FOR
MURDER--

--TRYING TO
FIGURE OUT THE
CONNECTION
BETWEEN MY PAL,
THE SCARLET
SPIDER, AND THE
ORIGINAL
SPIDER-MAN.

FIT ROUND-
PEG PARKER,
WHAT WITH HIS
PICTURES OF
SPIDEY AND ALL,
INTO THAT
SQUARE
HOLE.

CAN I HIT YOUR
DEAD FILES, SEE IF I
CAN COME UP WITH
ANYTHING NEW?

YOUR TIME, MY
FILING SYSTEM. THE
PLEASURE IS ALL
MINE, ELLIS.



THERE'S
NO STORY,
KEN.

MY ESTEEMED
MANAGING EDITOR, MR.
JOE ROBERTSON IS
TELLING *MOI*, YOUNG
BUCK-STUD REPORTER,
TO DROP A STORY?

CAN'T
DROP WHAT
YOU CAN'T
HOLD.

I'M NOT
HASSLING
THEM,
ROBBIE.

JUST THOUGHT I'D
CALL PARKER,
MAYBE HE COULD
HELP ME GET MORE
INFO ON SCARLET
SPIDER, IS ALL.

STORY'S
OVER. HAD A
NICE "THIRTY,"
TOO.

"AND
THEY LIVED
HAPPILY EVER
AFTER."

THE TRIAL IS
DONE. PETER
WAS *INNOCENT*
ALL ALONG.

HE AND
MJ ARE IN
PORTLAND NOW.
LET THEM HAVE
THEIR BABY IN
PEACE.

FILES.
FUN.

*BETTY
BRANT* HAS
HIS NEW NUMBER.
GO CALL HIM.

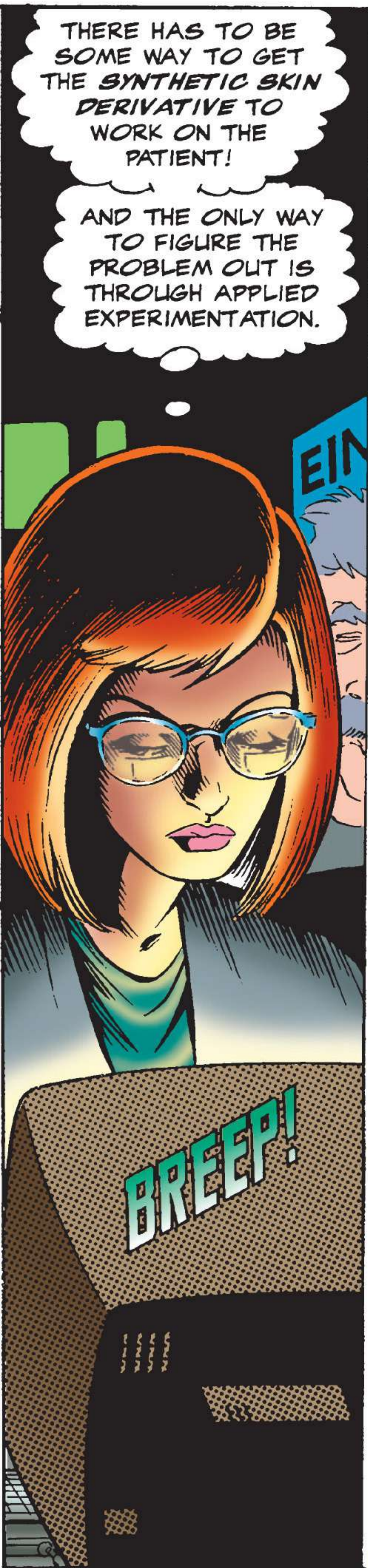
LEAVE
US
ALONE.

DAILY BUGLE
SPIDER-MAN
THREAT OR MENACE



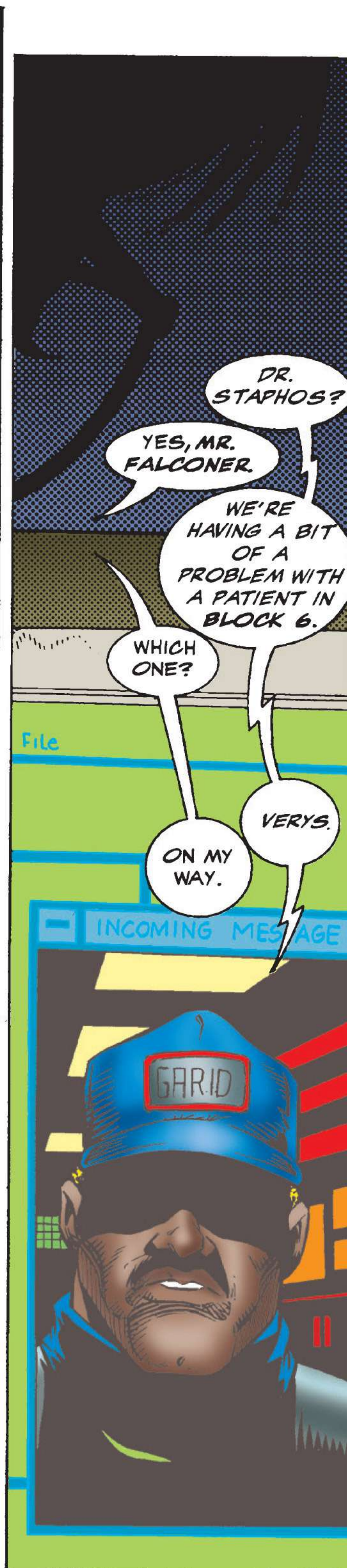
I DON'T CARE
WHAT ERIC SAYS,
I'M NOT WATCHING
YEARS OF RE-
SEARCH GO DOWN
THE DRAIN--

--BECAUSE HE'S WORRIED
ABOUT RISKING THE LIFE
OF SOME CONVICT WHO'S
TERMINAL TO BEGIN WITH!



THERE HAS TO BE
SOME WAY TO GET
THE *SYNTHETIC SKIN*
DERIVATIVE TO
WORK ON THE
PATIENT!

AND THE ONLY WAY
TO FIGURE THE
PROBLEM OUT IS
THROUGH APPLIED
EXPERIMENTATION.



DR.
STAPHOS?

YES, MR.
FALCONER.

WE'RE
HAVING A BIT
OF A
PROBLEM WITH
A PATIENT IN
BLOCK 6.

WHICH
ONE?

VERYS.

ON MY
WAY.



IF VERYS DIES,
ERIC WILL HAVE
MY HEAD.



DOCTOR.

THAT LOOK
ON YOUR FACE
WORRIES ME,
CALVIN.

THEN YOU
MUST BE WORRIED
EVERY TIME YOU
SEE ME,
MONICA.

DID HE REACT
NEGATIVELY TO
THE SSD?

YOU
TELL
ME.



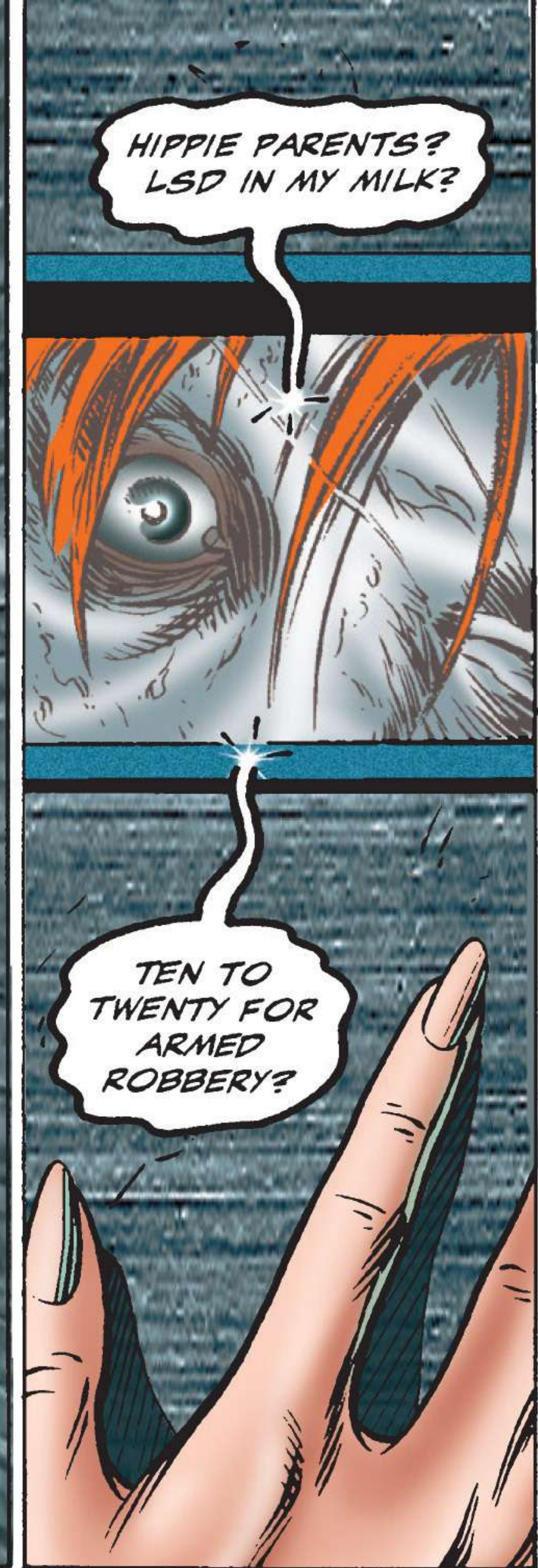
HEY CHARLEY, YOUR EPIDERMIS IS SHOWING!

WELL, QUICK, RIP IT OFF BEFORE ANYONE SEES IT!



MR. VERYS... RIVER...ARE YOU ALL RIGHT?

WHERE DO I BEGIN, DOC?



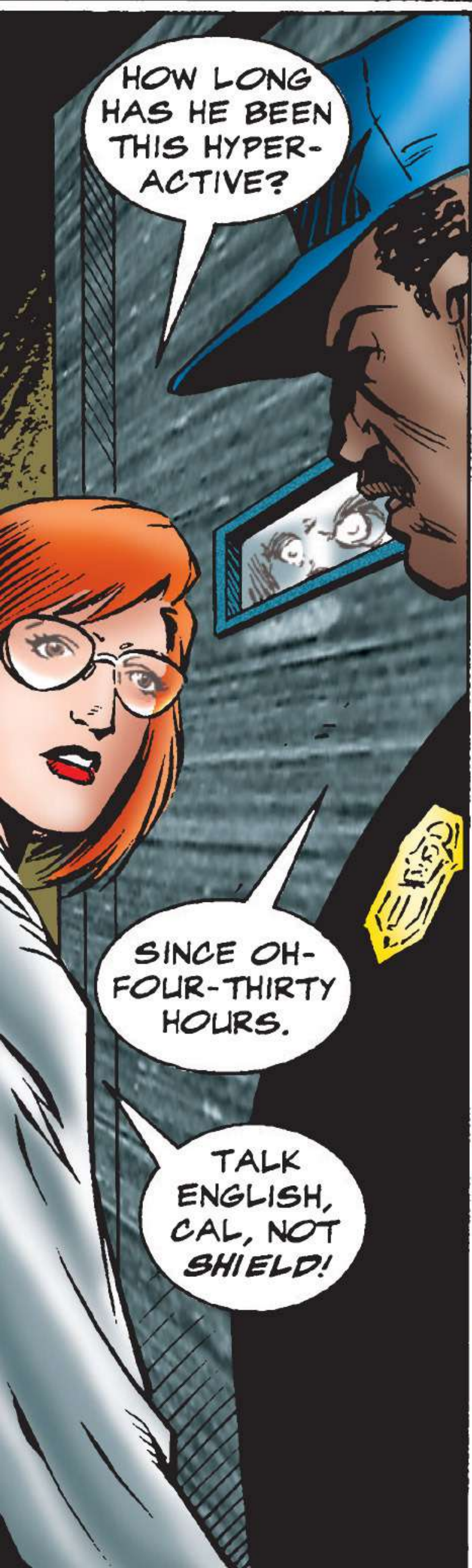
HIPPIE PARENTS? LSD IN MY MILK?

TEN TO TWENTY FOR ARMED ROBBERY?



WAIT--I KNOW-- START WITH A FATAL SKIN DISEASE--

--AND A DOCTOR WHO TREATS ME LIKE A LAB RAT!!



HOW LONG HAS HE BEEN THIS HYPER-ACTIVE?

SINCE OH-FOUR-THIRTY HOURS.

TALK ENGLISH, CAL, NOT SHIELD!



SINCE FOUR-THIRTY THIS MORNING, MONICAAAA--

-- THAT MEANS FIVE HOURS, TWENTY-EIGHT MINUTES AND FORTY-TWO SECONDS OF PURE PAIN!



BACK OFF, VERYS! WE'RE TRYING TO SAVE YOUR LIFE!

AND PATENT A MULTI-MILLION DOLLAR SKIN-GRAFT AT THE SAME TIME, RIGHT?

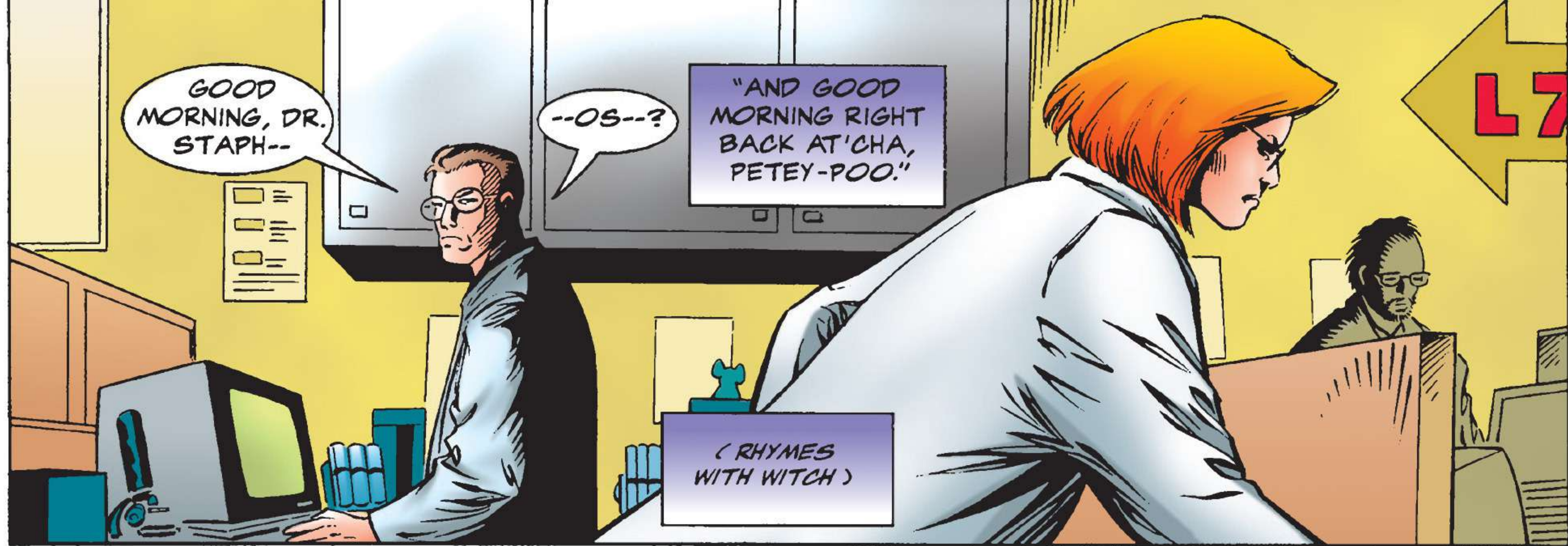
I EXPECTED THIS KIND OF REACTION TO HIS ADRENAL SYSTEM, CAL.

CALL ME IN TWO HOURS IF HE HASN'T CALMED DOWN.



BEFORE OR AFTER I CALL SCHWINNER?

WELL BEFORE, IF YOU DON'T WANT BOTH OUR BUTTS HUNG OUT TO DRY!

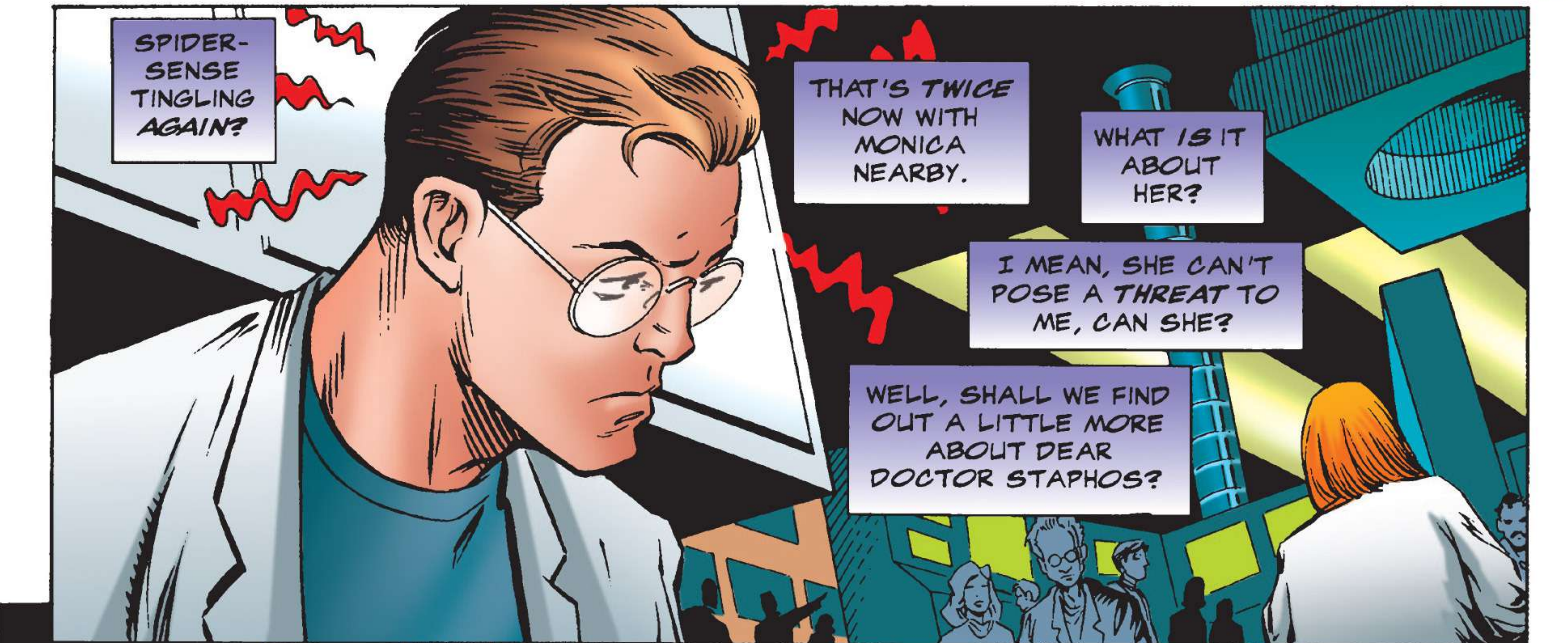


GOOD MORNING, DR. STAPH--

--OS--?

"AND GOOD MORNING RIGHT BACK AT'CHA, PETEY-POO."

(RHYMES WITH WITCH)



SPIDER-SENSE TINGLING AGAIN?

THAT'S TWICE NOW WITH MONICA NEARBY.

WHAT IS IT ABOUT HER?

I MEAN, SHE CAN'T POSE A THREAT TO ME, CAN SHE?

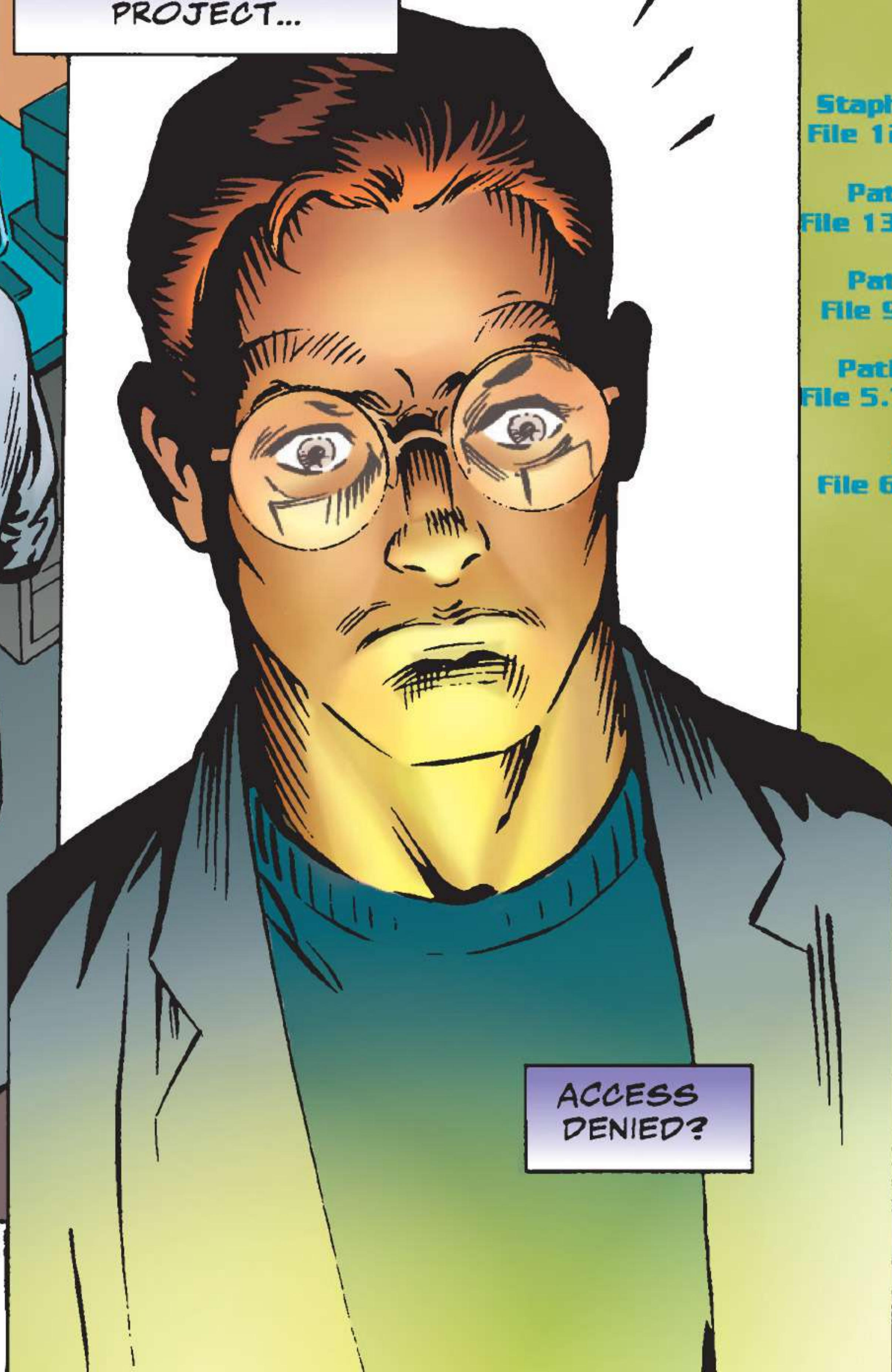
WELL, SHALL WE FIND OUT A LITTLE MORE ABOUT DEAR DOCTOR STAPHOS?



SINCE PART OF MY JOB IS TO REVIEW THE WORK HERE, I MIGHT AS WELL SNEAK A PEEK AT SOME OF MONICA'S RECORDS.

SINCE SHE'S SO TENSE ABOUT IT, LET'S SEE ABOUT HER CURRENT PROJECT...

HUH?



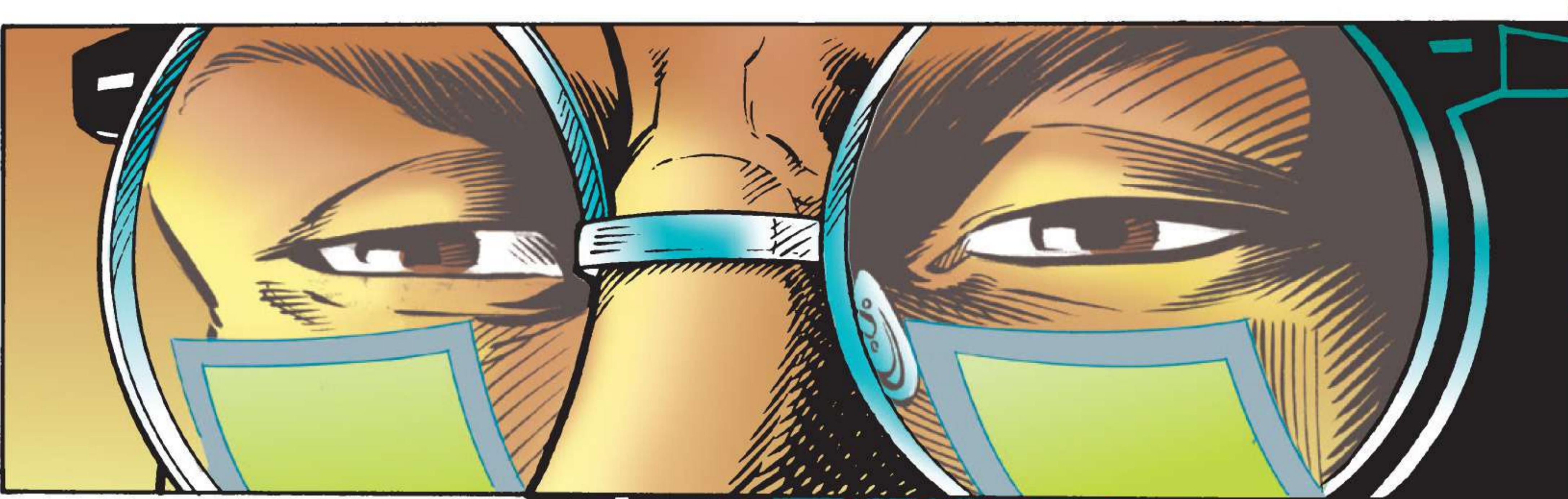
ACCESS DENIED?

THAT'S STRANGE. WHAT ABOUT HER PAST WORK?

Staphos, Monica File Code #445.9ERD
File 12.4 Patient Mahorski, A. [4-15-89]
Impetigo treatment
Patient treated/released 4-19-89
File 13.6 Patient Masterson, E. [5-12-90]
Necrodermititis
Patient treated/released 5-19-95
File 9.0 Patient Galloway, S. [10-8-91]
Melanoma Radiation
Patient treated/released 12-27-91
File 5.77 Patient Alstaetter, R. [11-1-93]
Necrotizing Fascitis
Patient deceased 11-22-93
File 6.66 Patient Contoni, P. [3-15-94]
Necrotizing Fascitis
Patient released 7-4-94

THE ENTRIES STOP. HER LAST TWO PATIENTS HAD A NECROTIZING FASCITIS.

ONE OF THEM DIED AND THE OTHER WAS RELEASED WITHOUT HAVING BEEN CURED?



File Edit Fi

New
Open
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Save As...

Print...
Print Setup...
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I BETTER PRINT OUT THE INFO FROM THESE LAST TWO ENTRIES.

YESTERDAY, I RAN ACROSS **CURRENT** LAB TEST RESULTS ON A PATIENT BEING TREATED FOR THE **SAME** KIND OF DISEASE RIGHT HERE, RIGHT NOW.

SOMETHING ABOUT THE DATA ON THAT PATIENT'S BLOOD WORK-UP LOOKED AWFULLY FAMILIAR TO ME, TOO.

WELL, SINCE I HAVE COPIES OF ALL THE STUDIES **DR. SEWARD TRAINER** DID ON BOTH **BEN REILLY** AND MYSELF, I CAN CROSS-REFERENCE THE DATA...

...AND THIS MYSTERY PATIENT'S **KAROTYPE** MATCHES ELEMENTS OF MY OWN **CELL STRUCTURE**!

HOW COULD THAT BE?

UNLESS...

...MAYBE THIS PERSON IS BEING TREATED BY SOME KIND OF **RADIATION THERAPY** WHICH IS SIMILAR--

--TO THE **ENERGY SPECTRUM** WHICH INFILTRATED MY SYSTEM?

SOME OF THIS INFORMATION COULD BE VITAL TO LEARNING MORE ABOUT MY OWN **PHYSIOLOGICAL MAKE-UP**!

THE ONLY WAY TO FIND OUT MORE IS TO LOCATE THIS PATIENT.

File Edit Find Help

A 1-5 6-12

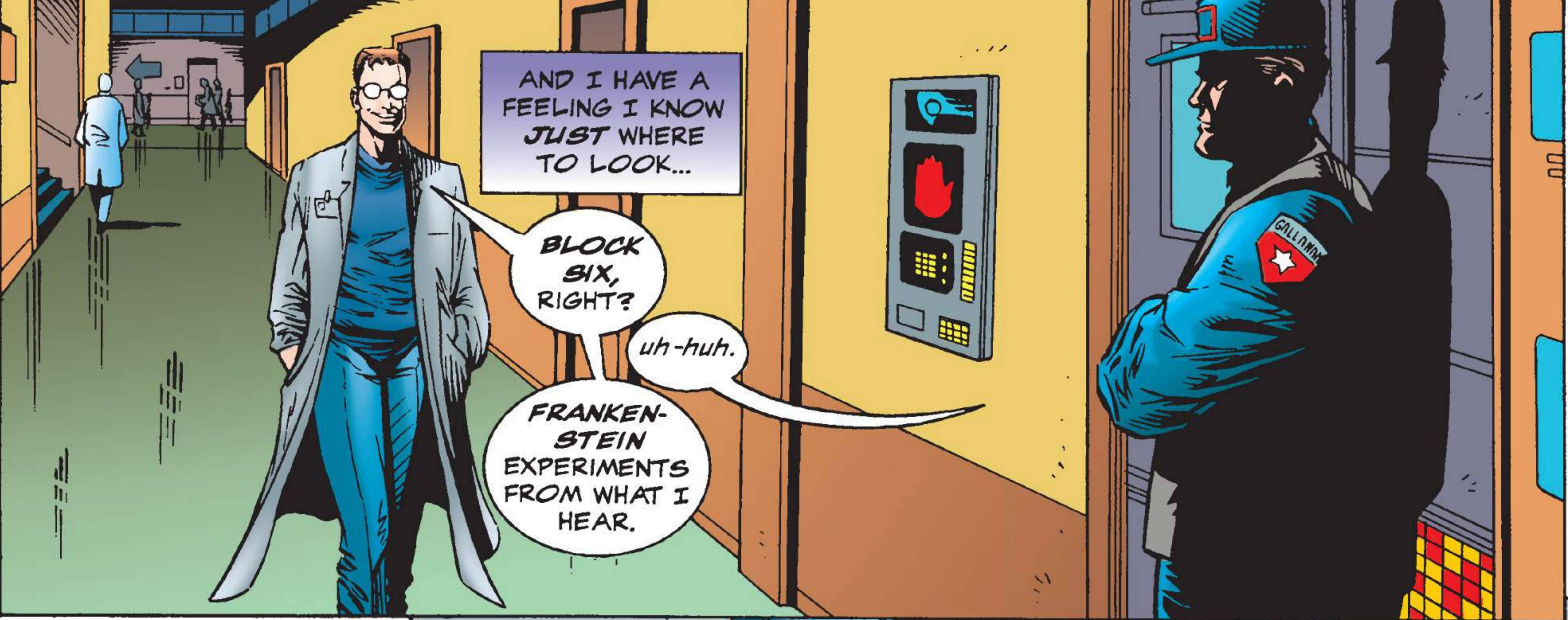
B 1-5 6-12

C 1-5 6-12

D 1-5 6-12

E 1-5 6-12

F 1-5 6-12



AND I HAVE A FEELING I KNOW JUST WHERE TO LOOK...

BLOCK SIX, RIGHT?

uh-huh.

FRANKEN-STEIN EXPERIMENTS FROM WHAT I HEAR.



THEY TELL THAT TO ALL THE NEWBIES.

BLOCK SIX IS JUST WHERE THE RESEARCH VOLUNTEERS HAPPEN TO BE CONVICTED FELONS.

OH.

WELL, I WAS JUST--



I DON'T CARE WHAT STAPHOS TOLD YOU, MR. FALCONER!

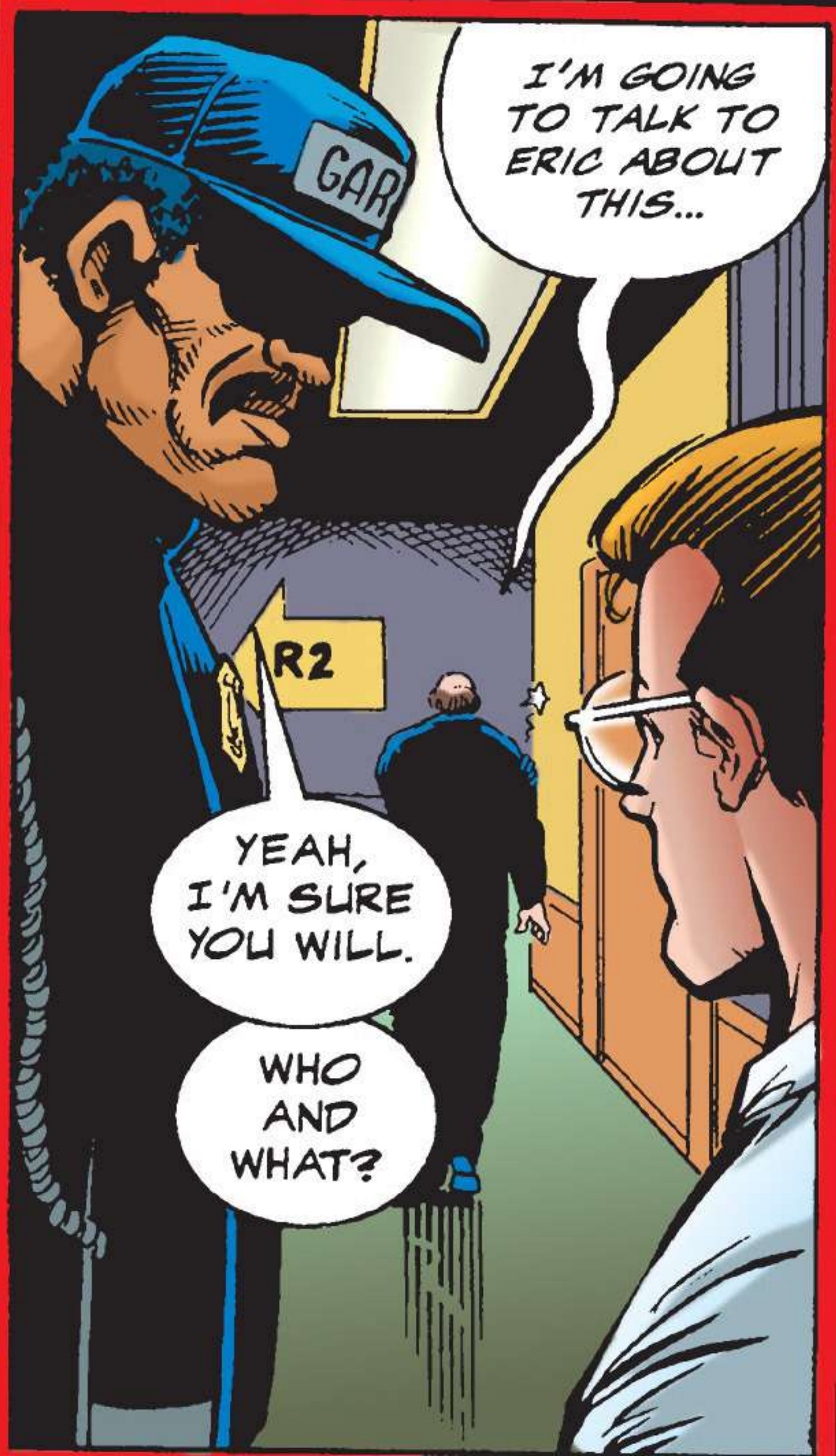
MY FATHER FOUNDED THIS FACILITY BASED ON MORAL PRINCIPLES, WHICH OUR PIT-BULL OF A DOCTOR OBVIOUSLY DOESN'T ADHERE TO!

MR. GALANNAN...YOU KNOW AS WELL AS I DO THAT YOU DON'T GIVE A CHUNK OF BUTT ABOUT ANY "MORAL PRINCIPLES"!



YOU'RE JUST WORRIED ABOUT ADVERSE PUBLICITY OR A LAWSUIT IF THE PATIENT IN BLOCK SIX DOESN'T SURVIVE THE EXPERIMENTS...

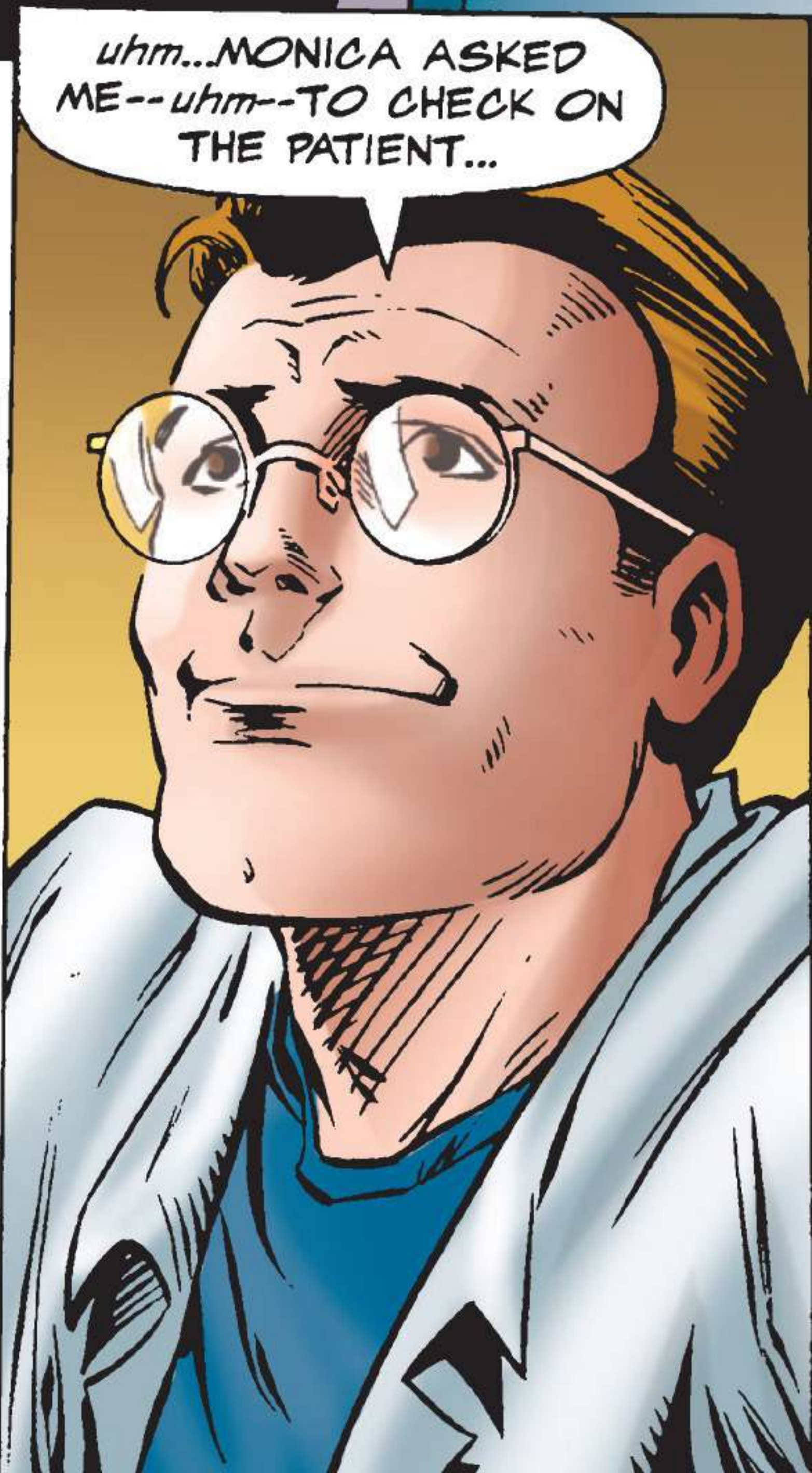
...RIGHT?



I'M GOING TO TALK TO ERIC ABOUT THIS...

YEAH, I'M SURE YOU WILL.

WHO AND WHAT?



uhm...MONICA ASKED ME--uhm--TO CHECK ON THE PATIENT...

OKAY.

SO.

I LIED.

WHAT'RE THEY
GOING TO DO,
FIRE ME?
THEY'RE IN
TROUBLE, TOO!

BESIDES, AFTER
YOU'VE HAD YOUR
BRAINS SCRAMBLED
BY THE LIKES OF THE
HULK, YOU LEARN TO
PUT THINGS IN THEIR
PROPER PERSPECTIVE.

NF IS A GROUP A
STREPTOCOCCUS
BACTERIA.

USUALLY A GAS
VIRUS CAUSES A
MINOR INFECTION
LIKE STREP THROAT.

AT LEAST I GOT A
GOOD LOOK AT RIVER
VERYS, THE PATIENT
WITH THE NECROTIZING
FASCITIS.

IN VERYS'S
CASE, IT
BECAME AN
INVASIVE
BACTERIA.

NF DESTROYS
A PERSON'S
FATTY AND
MUSCLE TISSUE LIKE
FIRE BURNING THROUGH
A PIECE OF NEWSPAPER.

AFFECTED
AREAS OF
SKIN
LITERALLY
MELT AWAY.

POST-OP TREATMENT
INCLUDED PENICILLIN
AND CLINDAMYCIN...
OVER FORTY PERCENT
OF HIS BODY
RAVAGED...SYNTHETIC
SKIN GROWTH
ATTEMPTED--

--BUT IT HASN'T
TAKEN.

THAT'S WHY
STAPHOS IS
SO ANTSY.

STAPHOS HAS
PERFORMED
SURGERY ON HIM
TWICE TO
REMOVE THE
INFECTED AREAS.

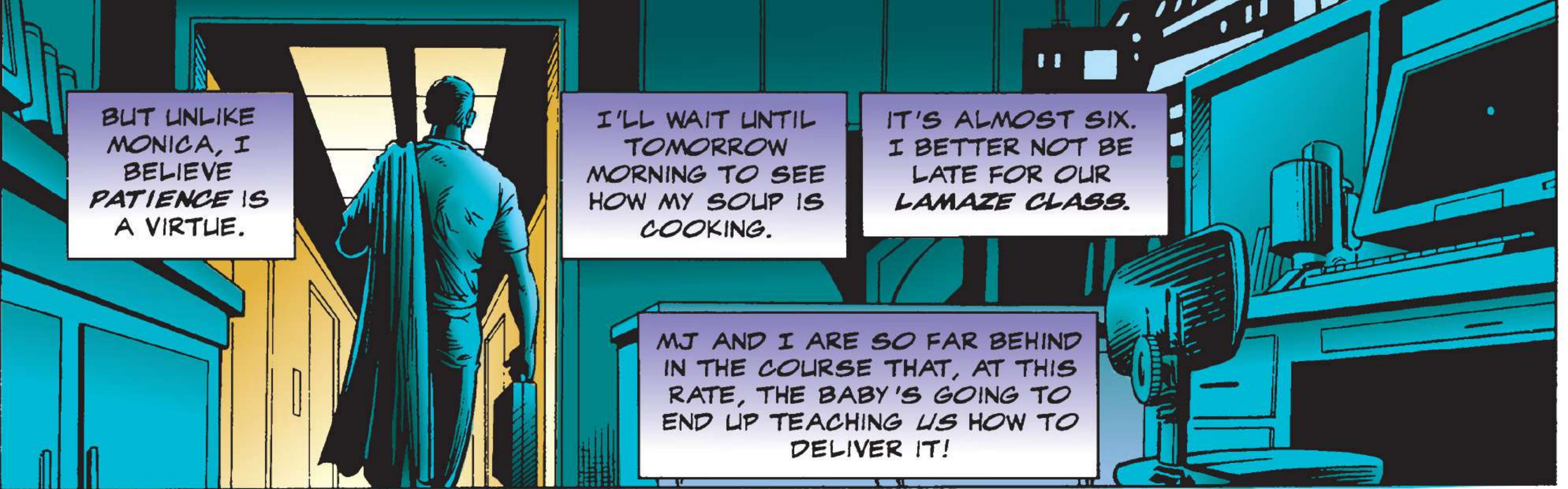
BUT MAYBE WITH A
LITTLE JOLT OF
MY OWN *BLOOD*
ADDED TO THE
SYNTHETIC SKIN
DERIVATIVE--

--BINGO--ADDING
MY UNIQUE CELLU-
LAR STRUCTURE
INTO THE MIX IS
ALLOWING THE
SSD CELLS TO
MULTIPLY FASTER
THAN THE FASCITIS!

THAT MEANS THIS
LITTLE SERUM MAY
BE ABLE TO SAVE
VERYS'S LIFE!

AND MONICA'S SYNTHETIC
SKIN DERIVATIVE IS A SELF-
REPLICATING STRUCTURE
WHICH HAS BEEN IRRADIATED
BY THE *SAME* WAVELENGTHS
WHICH, YEARS AGO, ALSO
NAILED MY PAL, THE SPIDER
WITH THE OVERBITE!

VERYS'S *CHALONE*
SYSTEM--HIS CELL
GROWTH INHIBITORS--
CAN'T KEEP UP WITH
THE SPREAD OF THE
FASCITIS.



BUT UNLIKE MONICA, I BELIEVE PATIENCE IS A VIRTUE.

I'LL WAIT UNTIL TOMORROW MORNING TO SEE HOW MY SOUP IS COOKING.

IT'S ALMOST SIX. I BETTER NOT BE LATE FOR OUR LAMAZE CLASS.

MJ AND I ARE SO FAR BEHIND IN THE COURSE THAT, AT THIS RATE, THE BABY'S GOING TO END UP TEACHING US HOW TO DELIVER IT!

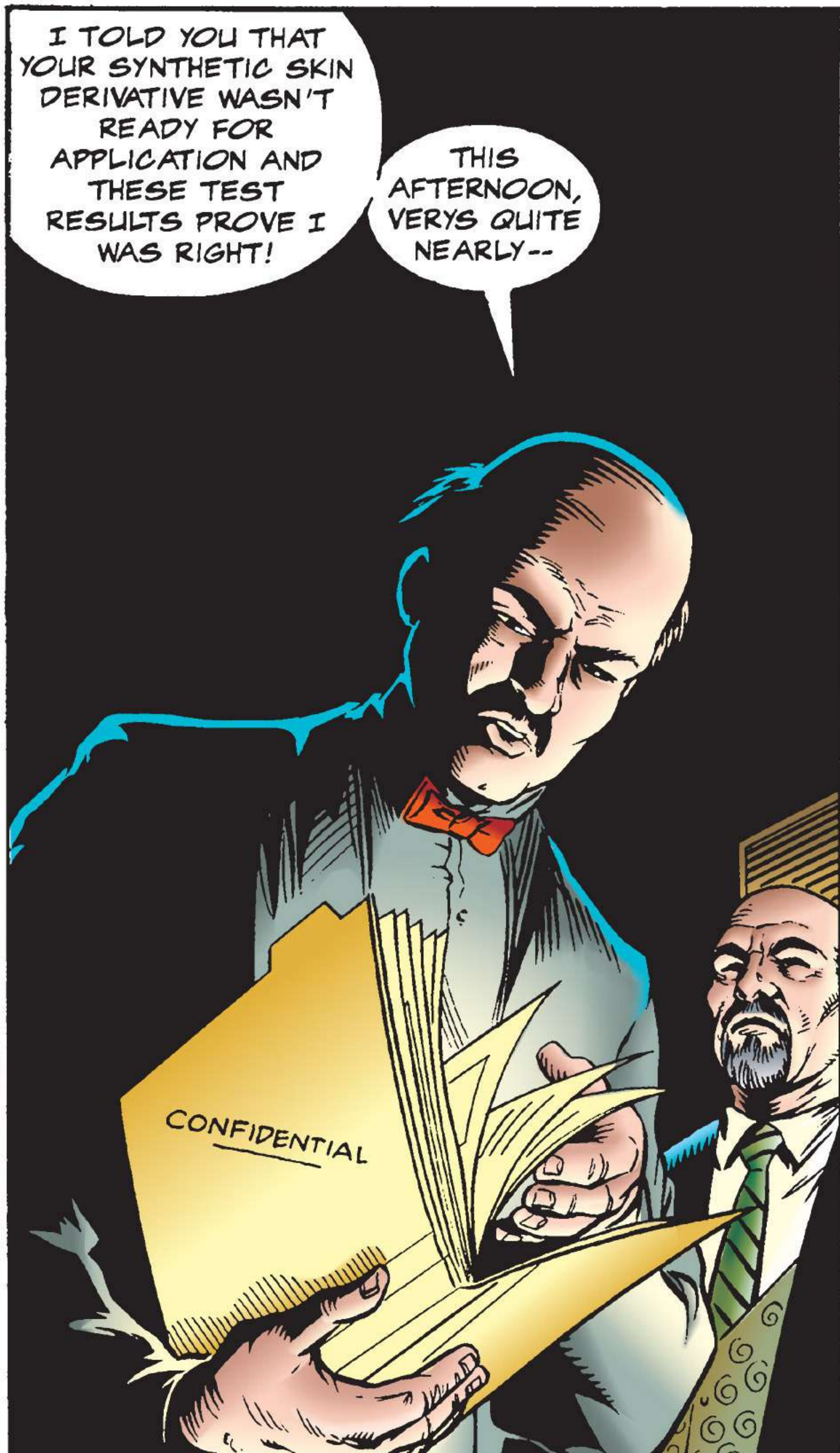
I JUST HOPE STAPHOS DOESN'T DO ANYTHING RASH BETWEEN NOW AND TOMORROW...

I'M VERY DISAPPOINTED IN YOU, MONICA.



AND YOU AS WELL, CALVIN.

WHAT WOULD YOU HAVE ME DO, ERIC, JUST WATCH MY PATIENT DIE WITHOUT TRYING TO HELP HIM?



I TOLD YOU THAT YOUR SYNTHETIC SKIN DERIVATIVE WASN'T READY FOR APPLICATION AND THESE TEST RESULTS PROVE I WAS RIGHT!

THIS AFTERNOON, VERYS QUITE NEARLY--

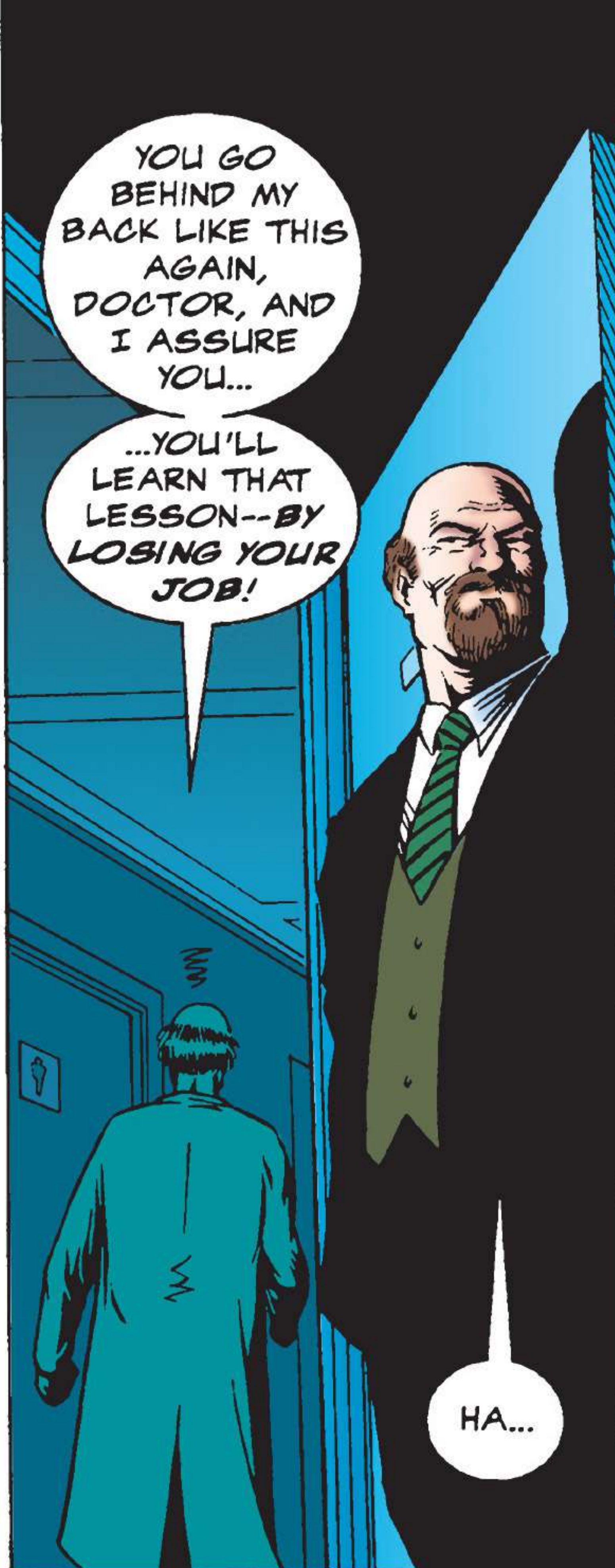


DIED, ERIC? A WHOLE WEEK EARLIER THAN HE WILL ANYWAY?



WE DO NOT PLAY GOD HERE, MONICA!

PART OF BECOMING A SUCCESSFUL RESEARCHER IS LEARNING TO DEAL WITH FAILURE!



YOU GO BEHIND MY BACK LIKE THIS AGAIN, DOCTOR, AND I ASSURE YOU...

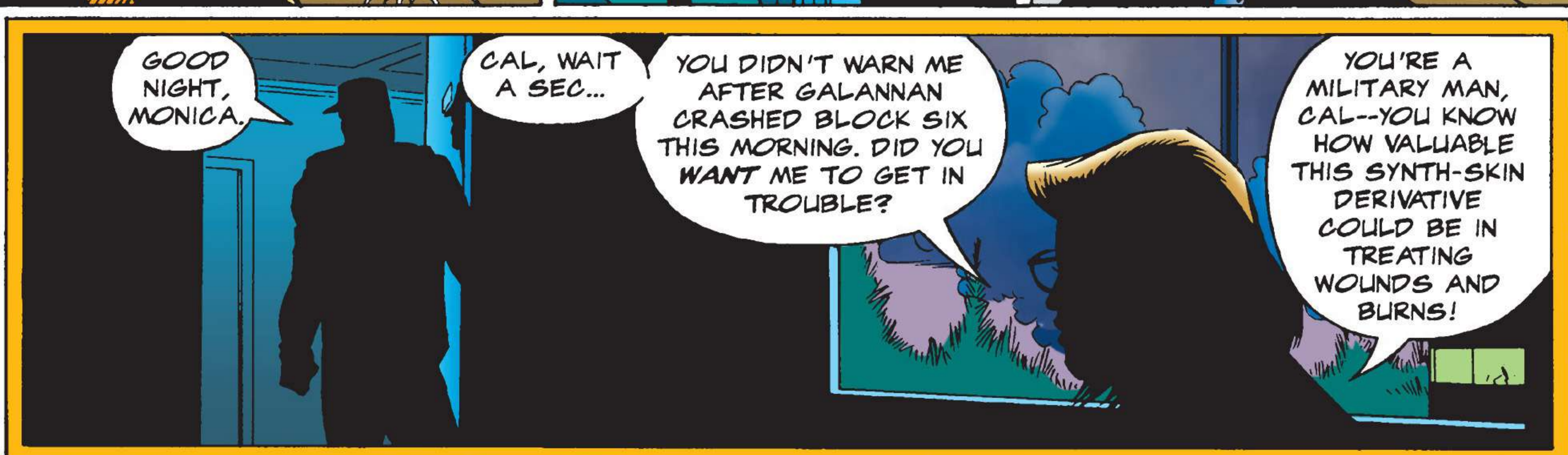
...YOU'LL LEARN THAT LESSON--BY LOSING YOUR JOB!

HA...



...HA!

SLAM!

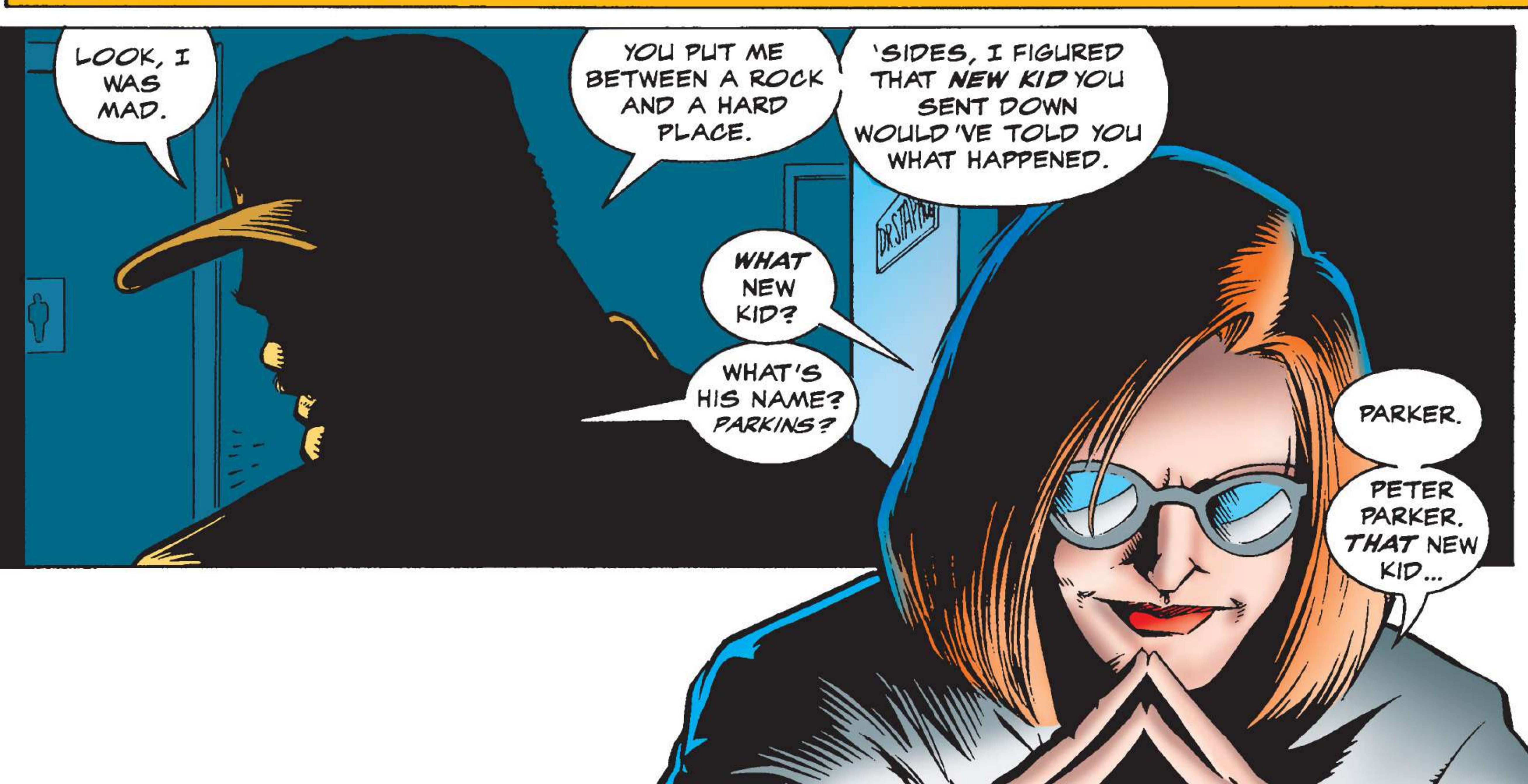


GOOD NIGHT, MONICA.

CAL, WAIT A SEC...

YOU DIDN'T WARN ME AFTER GALANNAN CRASHED BLOCK SIX THIS MORNING. DID YOU WANT ME TO GET IN TROUBLE?

YOU'RE A MILITARY MAN, CAL--YOU KNOW HOW VALUABLE THIS SYNTH-SKIN DERIVATIVE COULD BE IN TREATING WOUNDS AND BURNS!



LOOK, I WAS MAD.

YOU PUT ME BETWEEN A ROCK AND A HARD PLACE.

'SIDES, I FIGURED THAT NEW KID YOU SENT DOWN WOULD 'VE TOLD YOU WHAT HAPPENED.

WHAT NEW KID?

WHAT'S HIS NAME? PARKINS?

PARKER.

PETER PARKER. THAT NEW KID...

THE CLASS IS HELD AT THE GOOD SAMARITAN HOSPITAL.

WE WERE LATE, BUT IT WASN'T MY FAULT!

MJ REFUSED TO GET IN THE CAR WITH ME DRIVING, SO WE HAD TO WALK IT.

CAN'T DECIDE WHICH IS FUNNIER, THE SIGHT OF MJ WADDLING FOR TWENTY BLOCKS--

--BREATHE IN-- hee, hee, hee-- AND OUT-- hssssssss--

--OR A DOZEN PREGNANT WOMEN ON THEIR BACKS DOING BREATHING EXERCISES!

DON'T SAY IT.

I'M NOT!

DON'T EVEN THINK IT!

I'M TRYING!

hee, hee, hee.

HEE HAW IS MORE LIKE IT!

I FEEL LIKE A COW.

WHY, THAT'S UDDERLY RIDICULOUS!

HA HAH HAH!
shshsh! THIS IS SUPPOSED TO BE SERIOUS!

IT'S HARD TO BE SERIOUS IN A ROOM FILLED WITH COUPLES BREATHING HEAVY.

WELL, HOW DO YOU THINK WE GOT THIS WAY TO BEGIN WITH?

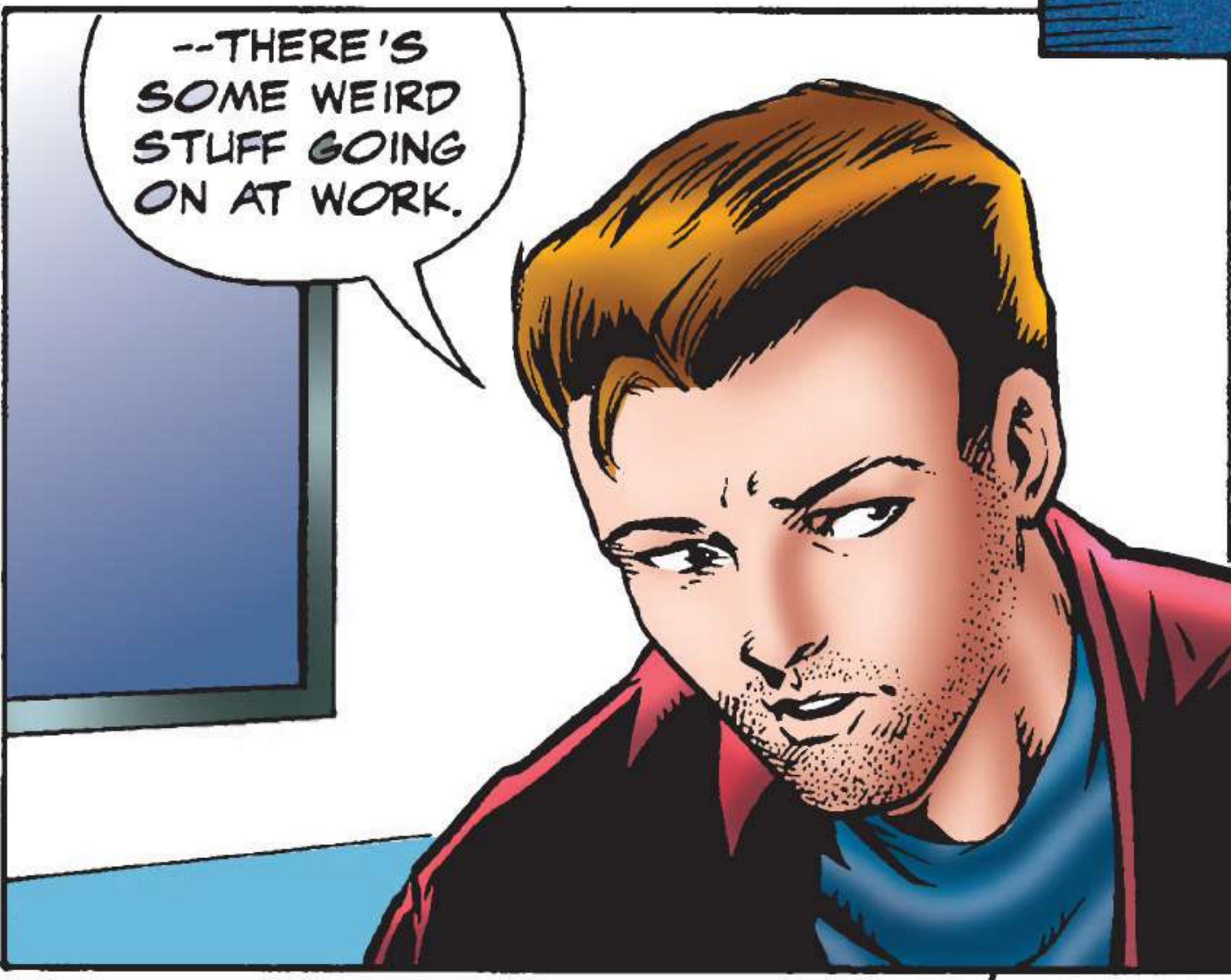


~sigh~
YOU
LOOK
TIRED,
PETE.
DID
YOU
SLEEP
OKAY?

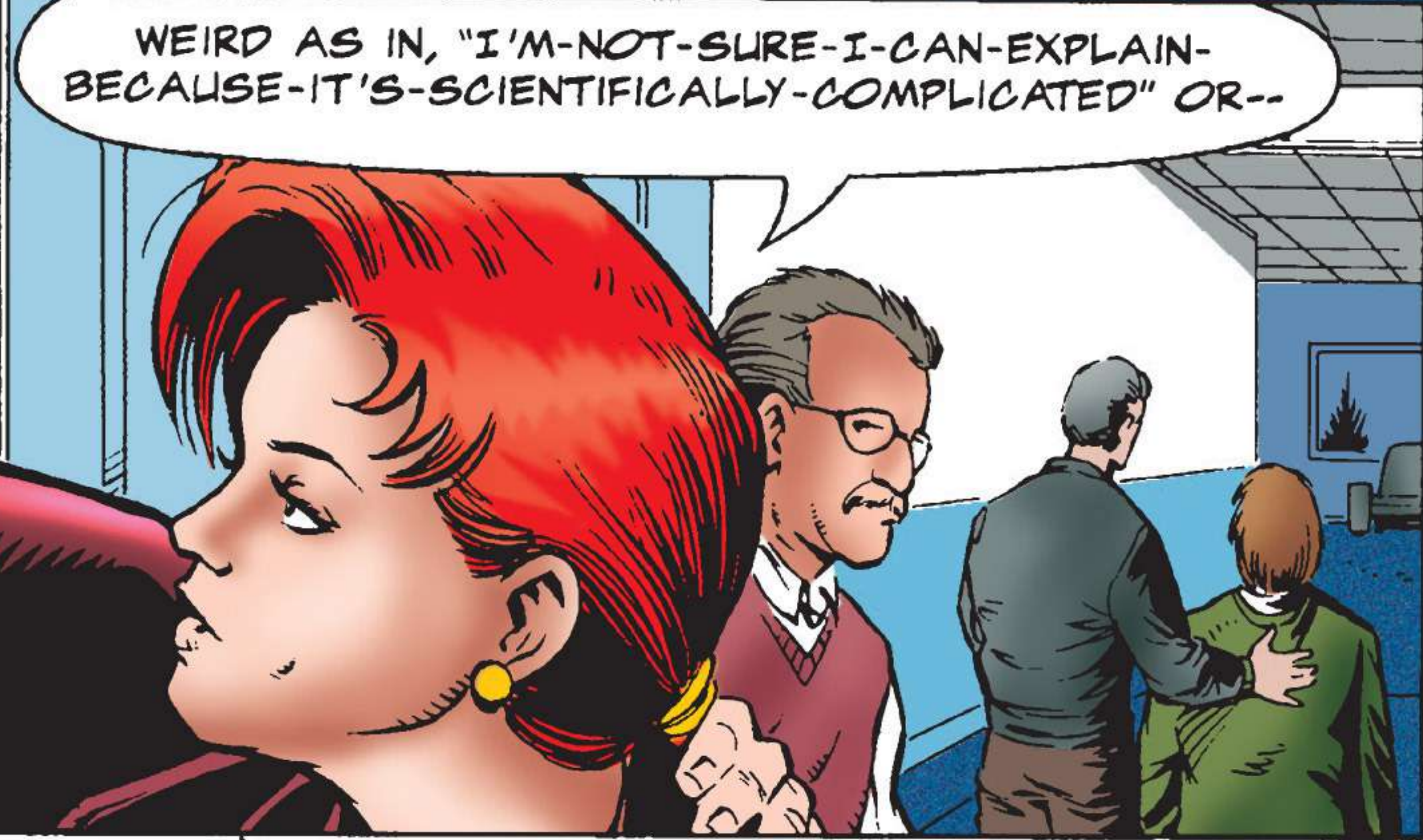


FROM THE GUY
WHO'S LIVED ON
ABOUT TWENTY
MINUTES A NIGHT
FOR THE LAST
FIVE YEARS?

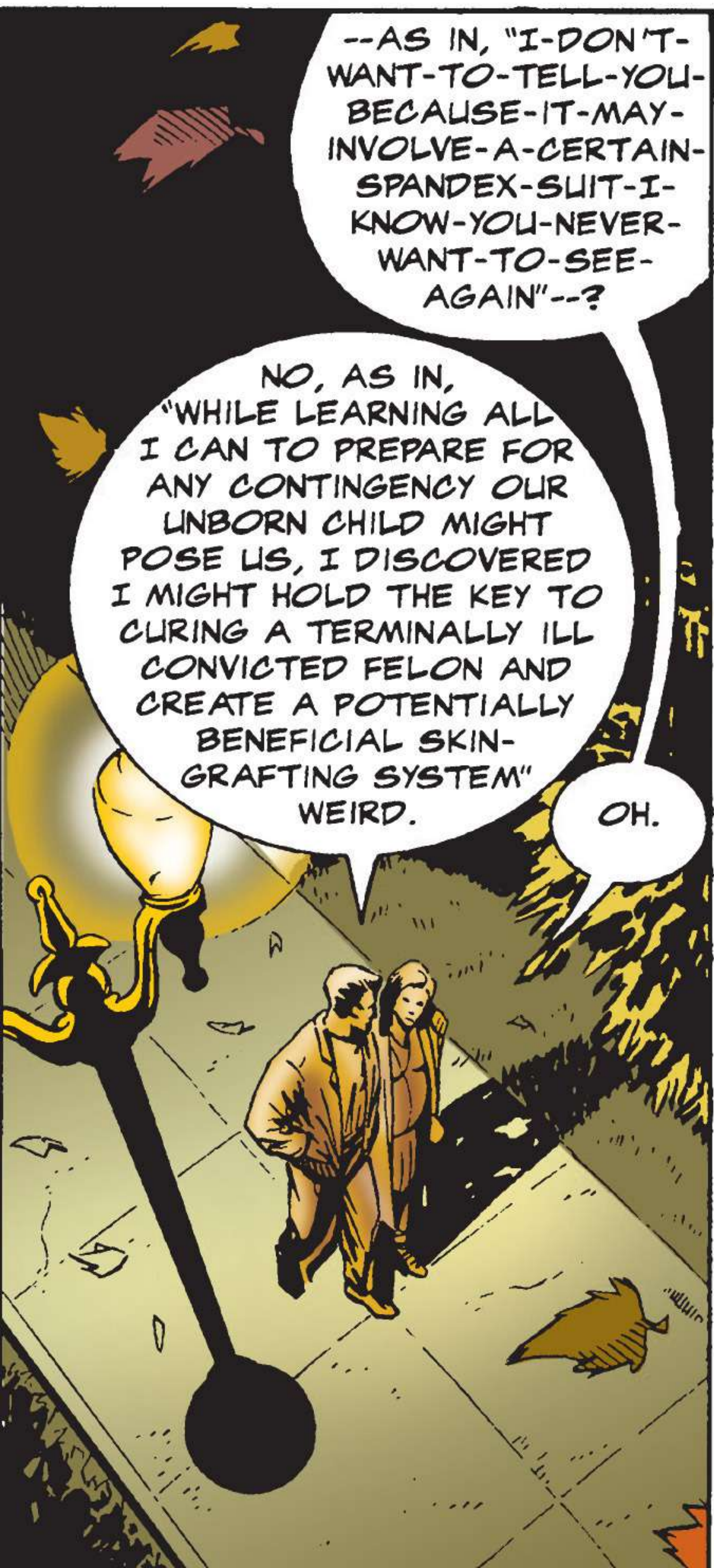
I'M
FINE.
I JUST
HAVE A LOT
ON MY
MIND--



--THERE'S
SOME WEIRD
STUFF GOING
ON AT WORK.



WEIRD AS IN, "I'M-NOT-SURE-I-CAN-EXPLAIN-
BECAUSE-IT'S-SCIENTIFICALLY-COMPLICATED" OR--



--AS IN, "I-DON'T-
WANT-TO-TELL-YOU-
BECAUSE-IT-MAY-
INVOLVE-A-CERTAIN-
SPANDEX-SUIT-I-
KNOW-YOU-NEVER-
WANT-TO-SEE-
AGAIN"--?

NO, AS IN,
"WHILE LEARNING ALL
I CAN TO PREPARE FOR
ANY CONTINGENCY OUR
UNBORN CHILD MIGHT
POSE US, I DISCOVERED
I MIGHT HOLD THE KEY TO
CURING A TERMINALLY ILL
CONVICTED FELON AND
CREATE A POTENTIALLY
BENEFICIAL SKIN-
GRAFTING SYSTEM"
WEIRD.

OH.



THE COSTUME
STAYS IN A BOX.
THE MAN WHO
FILLED IT STAYS
WITH YOU.



hmmm...
FILLED IT
RATHER WELL,
I RECALL...

GET THOSE
THOUGHTS OUT
OF YOUR HEAD,
YOU'RE GOING
TO BE A
MOTHER!

DID THE MAN FILL THE
COSTUME, OR DID THE
COSTUME FILL THE MAN?

I JUST DON'T
KNOW, YET... AND
A PART OF ME
DOESN'T WANT
TO FIND OUT...

WELL, WELL,
WELL...*BUSY* LITTLE
NEWBIE, AREN'T YOU,
PETER PARKINS?

I DON'T
KNOW EXACTLY
WHAT YOU DID TO
MY FORMULA,
PARKER...

...BUT YOU
SOLVED THE
REPLICATION
PROBLEMS IN MY
ORIGINAL--

--WHICH
MEANS YOU
JUST *SAVED*
NUTCASE RIVER
VERYS'S LIFE!

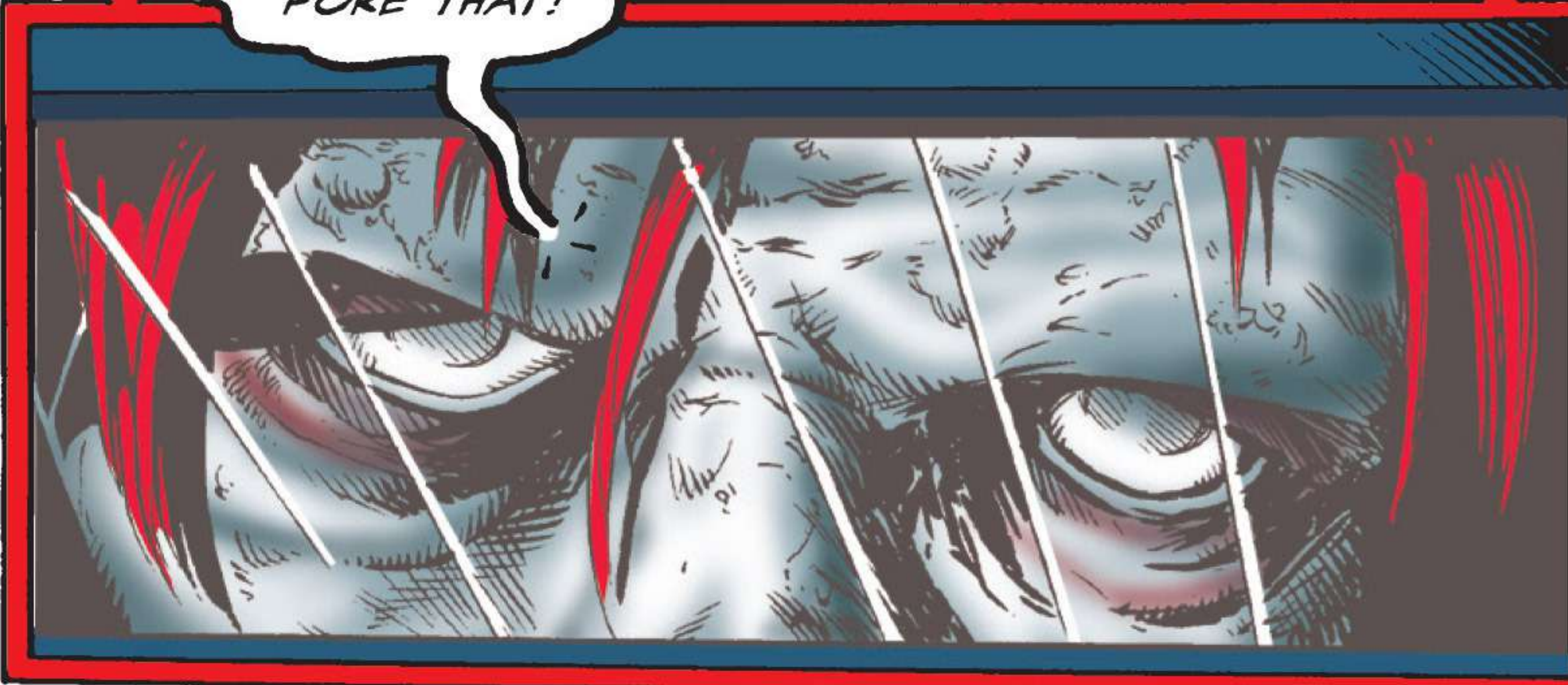
NO!
JUST LET
ME DIE!

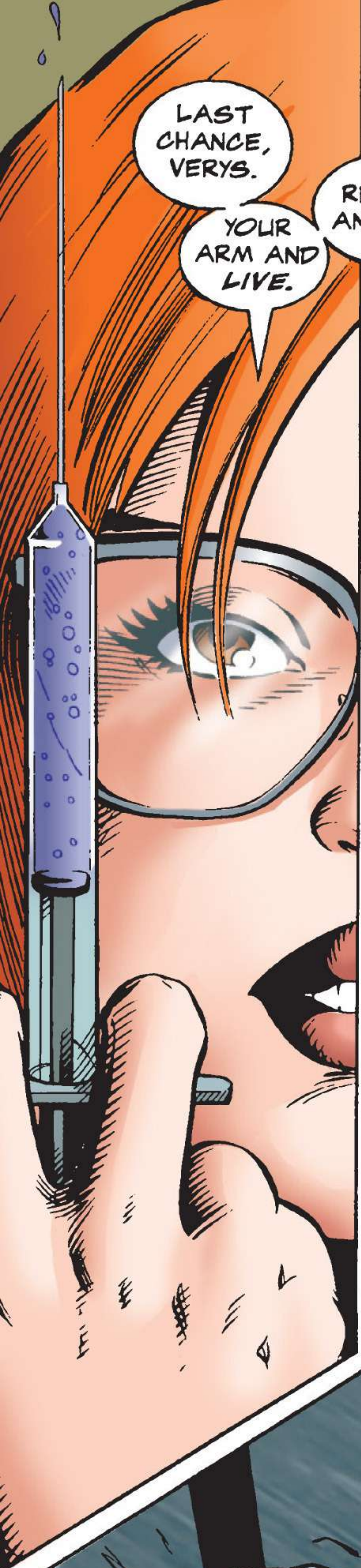
THIS ONE
IS GOING TO
WORK!

THAT'S
WHAT YOU SAID
ABOUT THE
LAST ONE--AND
THE ONE BE-
FORE THAT!

I
WON'T PLAY
YOUR GAME
ANYMORE,
DOCTOR!

RIVER--
GIVE ME
YOUR ARM.

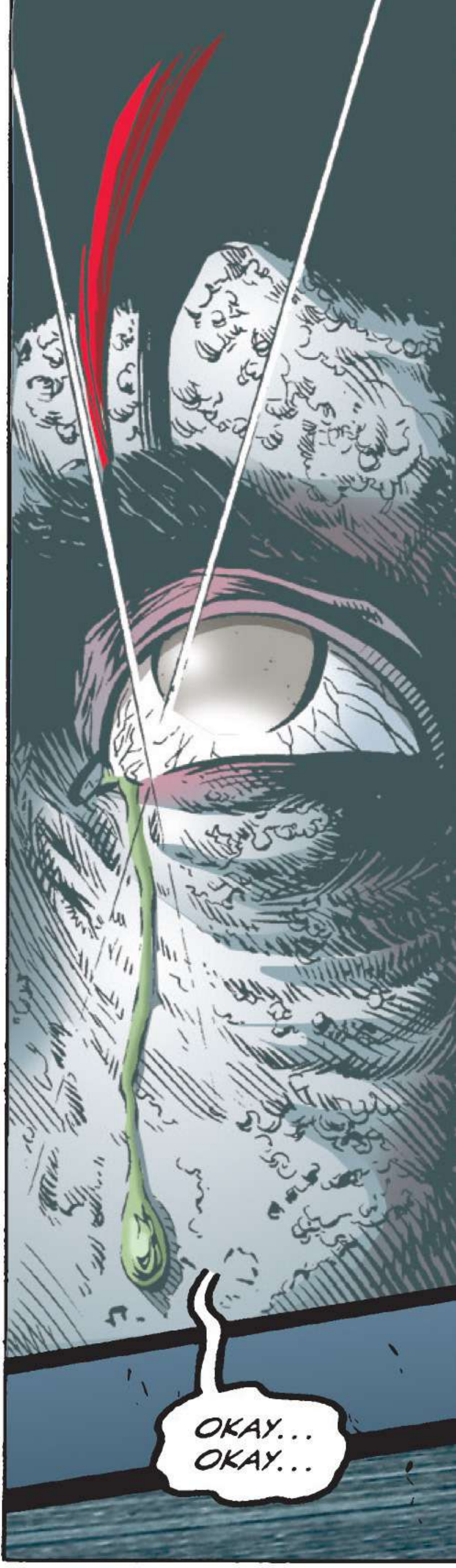
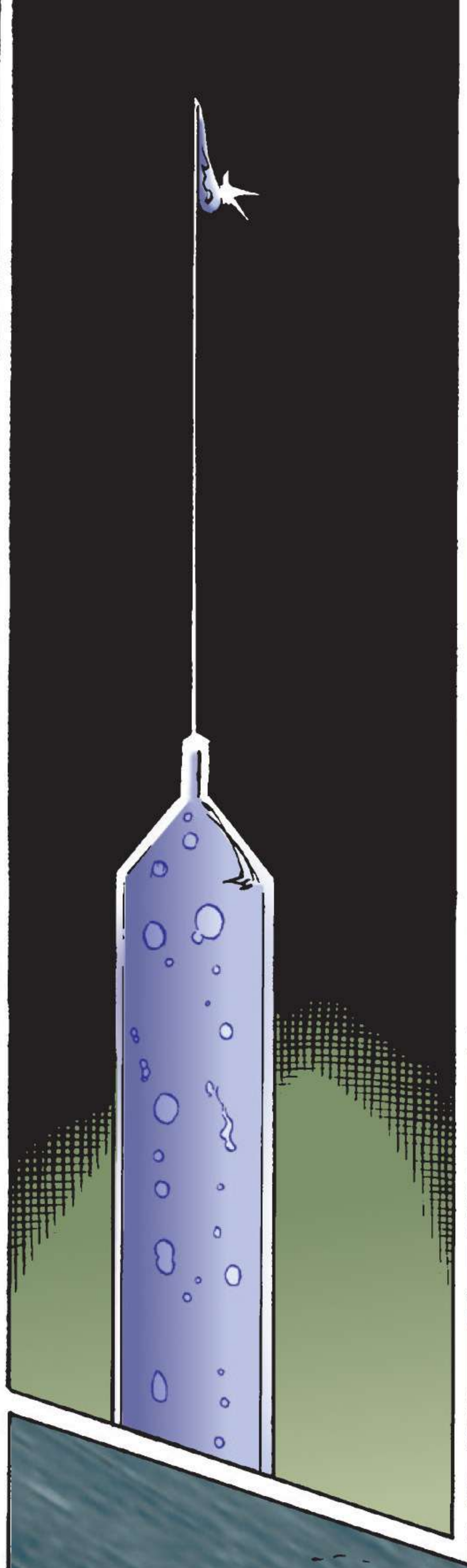




LAST
CHANCE,
VERYS.

YOUR
ARM AND
LIVE.

REFUSE
AND DIE.



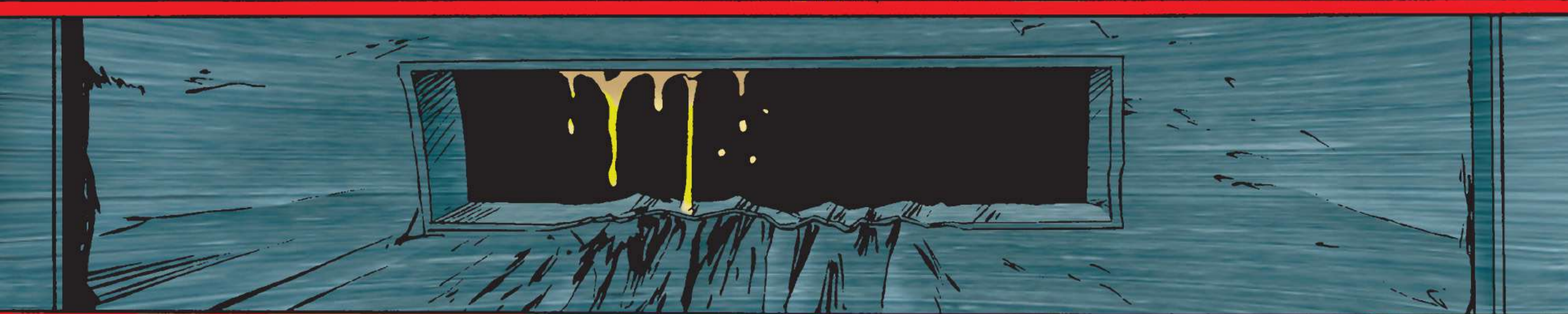
OKAY...
OKAY...



BUT IF
THIS DOESN'T
WORK,
STAPHOS--



--I'LL KILL
YOU ALL
BEFORE I
DIE!



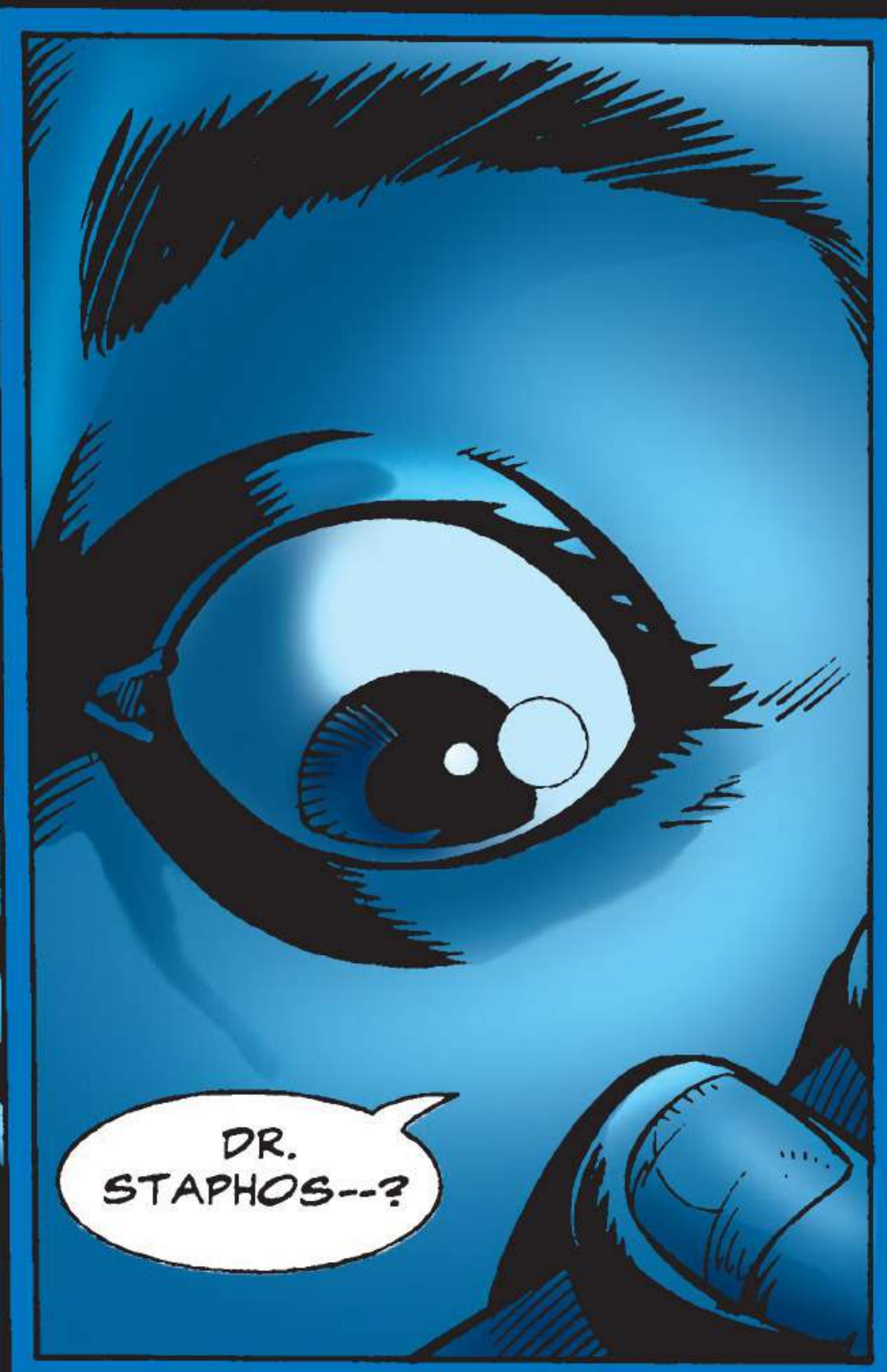


SLOOOOOTHHTHPPP



FWOO-KRUNK!







SOMETHING'S
HAPPENING AT
GARID.

IT--
SOMEHOW--
I THINK MY
BLOOD--
CHANGED--HER
PATIENT.

I THINK
SHE'S DEAD
BECAUSE
OF IT.

CALL THE
POLICE!

ONE OF THE
DOCTORS THERE
USED THE
FORMULA I TOLD
YOU ABOUT
EARLIER.

SHE MAY BE
DEAD--A
CONVICTED FELON
MAY HAVE JUST
ESCAPED--

--ALL BECAUSE
OF ME!

DIDN'T
YOU HEAR
WHAT I
SAID,
MJ?

NO...

PETER--
NO!

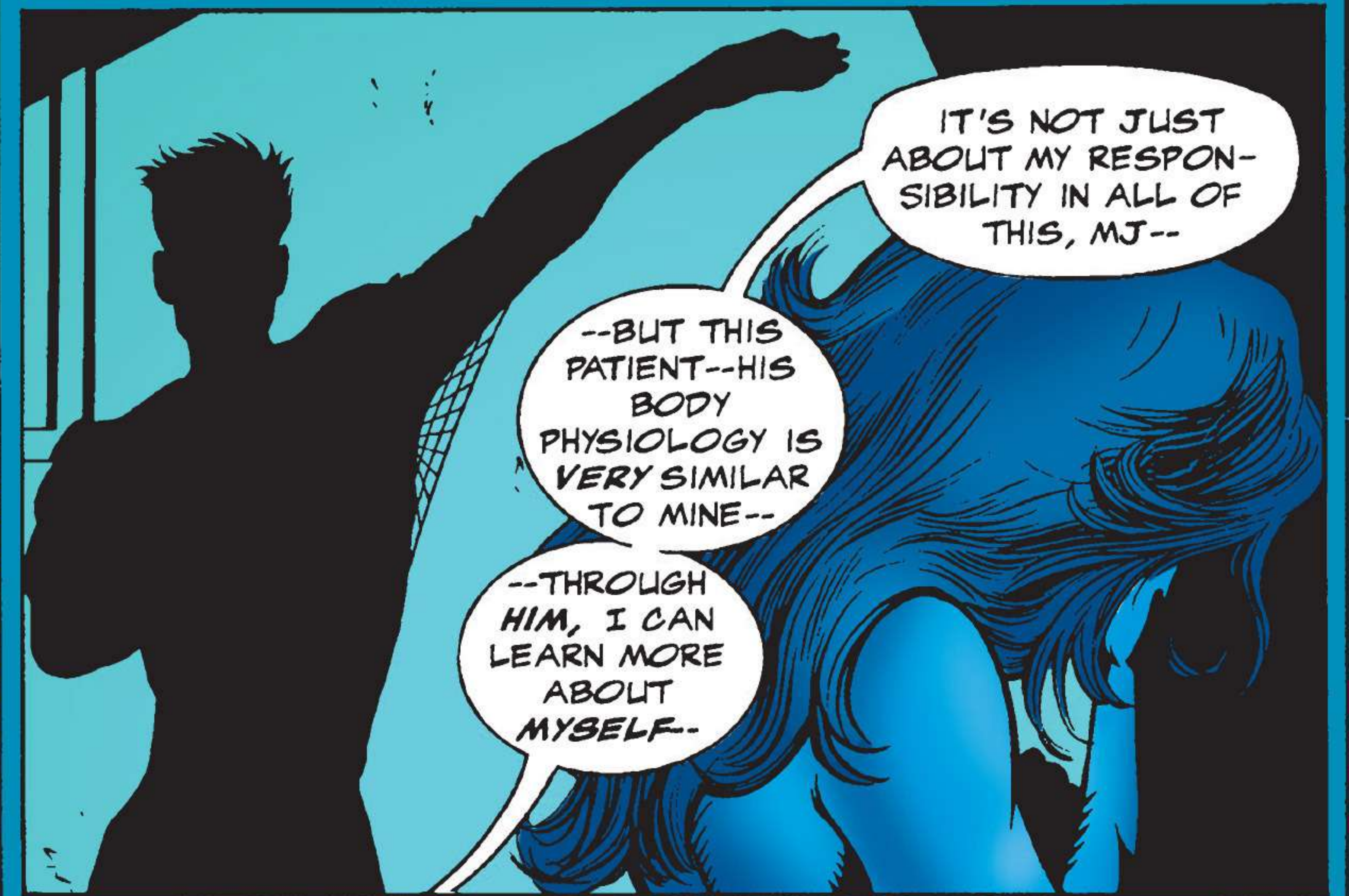
YOU LIED
TO ME.



I'M
SORRY,
HONEY--I
AM...

...BUT I
DON'T HAVE
A CHOICE.

**YES, YOU
DO!**



IT'S NOT JUST
ABOUT MY RESPON-
SIBILITY IN ALL OF
THIS, MJ--

--BUT THIS
PATIENT--HIS
BODY
PHYSIOLOGY IS
VERY SIMILAR
TO MINE--

--THROUGH
HIM, I CAN
LEARN MORE
ABOUT
MYSELF--



--TRY AND MAKE SURE
OUR *CHILD* NEVER
GOES THROUGH--



DON'T USE OUR
BABY AS AN
EXCUSE, PETER!

IF IT WERE
REALLY
ABOUT ME OR
THE BABY,
THEN YOU
WOULDN'T BE
PUTTING THAT
MASK
ON AGAIN!

I'M
SORRY,
MJ...

...BUT I
DON'T HAVE
A CHOICE!

A COLD NIGHT WIND
SLAPS AGAINST THE
SHEER FABRIC OF MY
MASK, RUSHING INTO
MY HOT LUNGS LIKE
ICE WATER.

NEON SLIDES
ACROSS MY FIELD
OF VISION LIKE
FIREFLIES SHOT
OUT OF A RIFLE.

SO WHO NEEDS
TO WEAR ITCHY
SPANDEX AND
SWING AROUND
TOWN?

FORGIVE
ME, M.J...

...BUT I
DO...



TO BE CONTINUED!

The hunt for TENDRIL begins...
and does a marriage end?
Find out Next Month!



STICKY SITUATIONS

Ironically enough, I'd been offered plenty of work in the SPIDER-Family over the last few years by my friend and former Spider-Editor DANNY FINGEROTH. He and I had butted heads and worked minor miracles on a fun little book called THE NEW WARRIORS a few years back, so why did I wait until he was happily toiling away at his new job before accepting a Spider-Man assignment?

Well, let's just say I got caught in destiny's web, is all. I have written Spidey several times over the last few years, and though never feeling quite comfortable scripting him, I always felt his appearances worked out well enough when I handled him.

Nothing to win me any awards, mind you, but I felt I did a little bit of justice to the looming shadows of Stan Lee, Roger Stern J.M. DeMatteis, Peter David and Tom DeFalco, (the guys I personally feel have handled the character the best). It was just that whenever Danny asked, I was either too busy on X-stuff or too busy with real life or just not interested in what was happening at the time with the character.

Then came the Clone Saga, and I have to admit, though some of you might love it and some of you hate it, I have certainly found my interest and desire to see what would happen next with ol' Web-Head to be rejuvenated!

So there I was, finishing up my monthly run on X-MEN without a clue as to what I would be doing next. Tom Brevoort called up with an offer I couldn't refuse.

The LAST Spider-Man story?

Peter and MJ in a new city starting a new life with a baby on the way?

And best of all, Darick Robertson (my friend and co-conspirator on a two year run of Warriors) was already scheduled to be the penciler

Not much of a decision, huh?

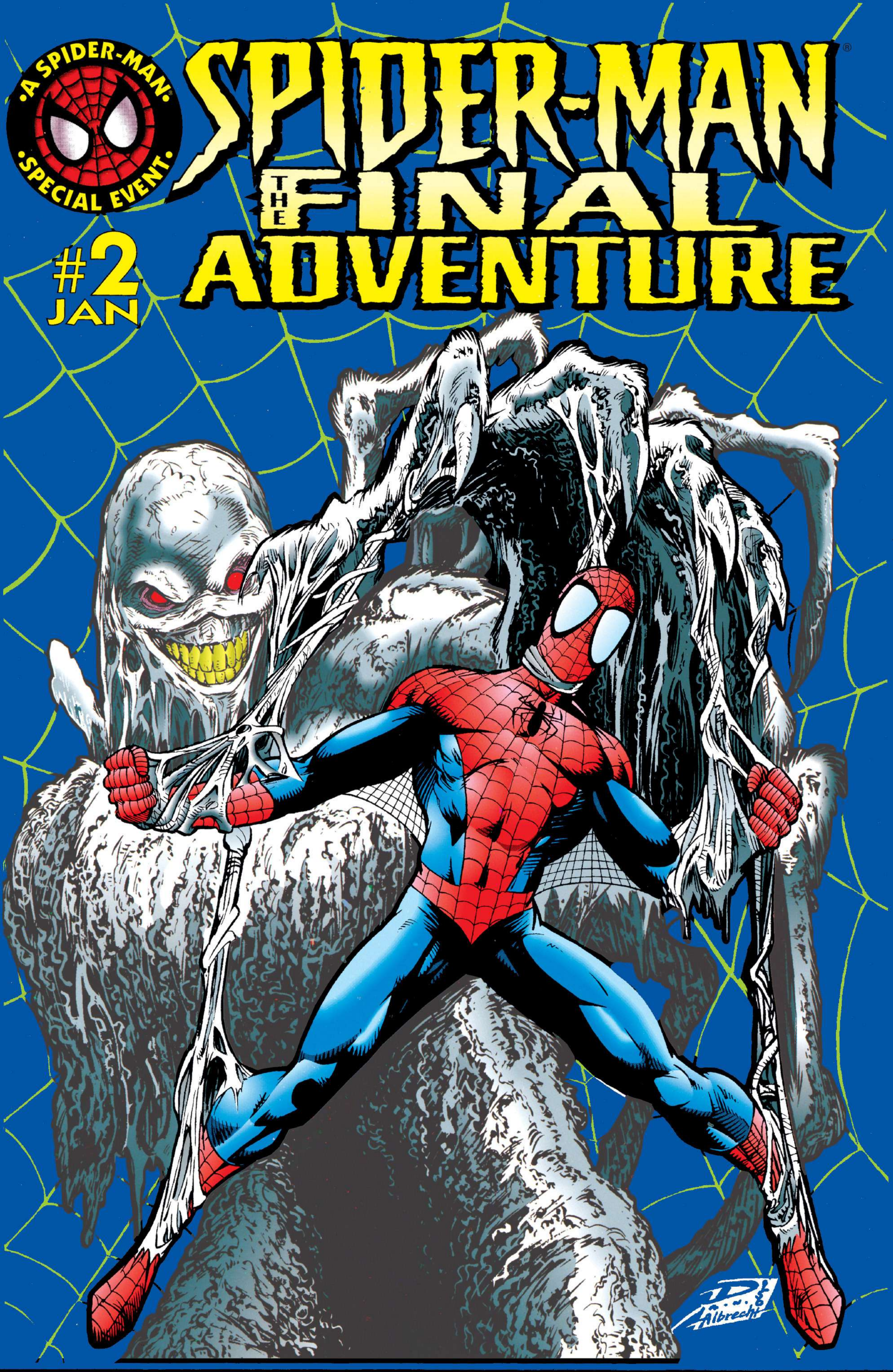
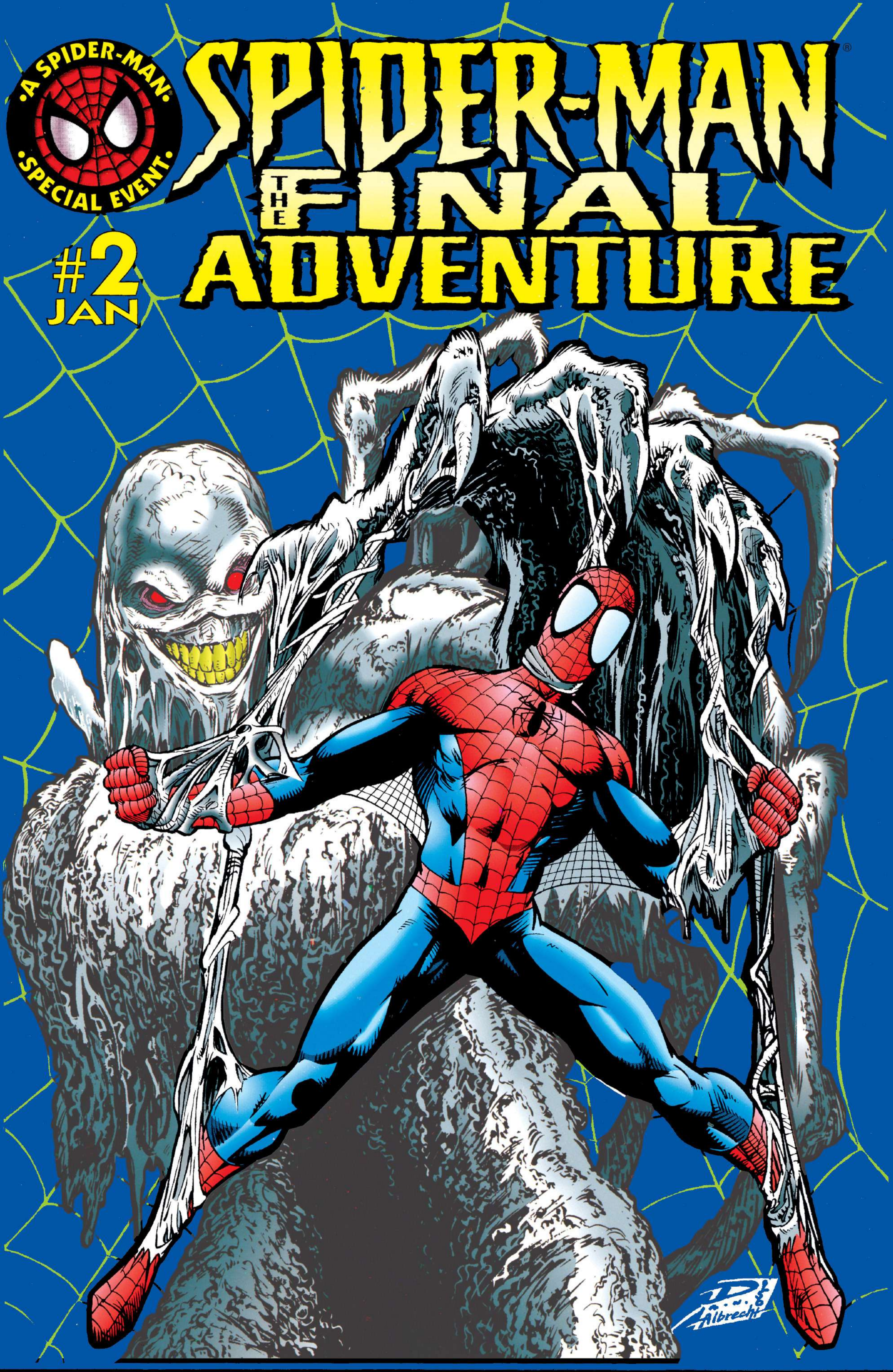
I'm glad I'm here for this, but none of our efforts would be possible if it weren't for the invaluable help of a few friends. All the Portland reference you'll be seeing throughout the four issues was provided by LOU and MICKIE BANK, who went above and beyond the call of duty to get us photos, brochures, maps, etc. The scientific research was performed by ALFRED KEHN JR. and it bailed me out when I was taking on a whole lot of water! What we get right, credit these fine folk, what we don't, blame us!

The first issue has been a complete blast for me and I hope the FUN I'm having on this project comes through to the readers. Here I am, halfway through with the Limited Series and I'm wondering, "Moron. what took you so long to write a Spider-Man story?"...

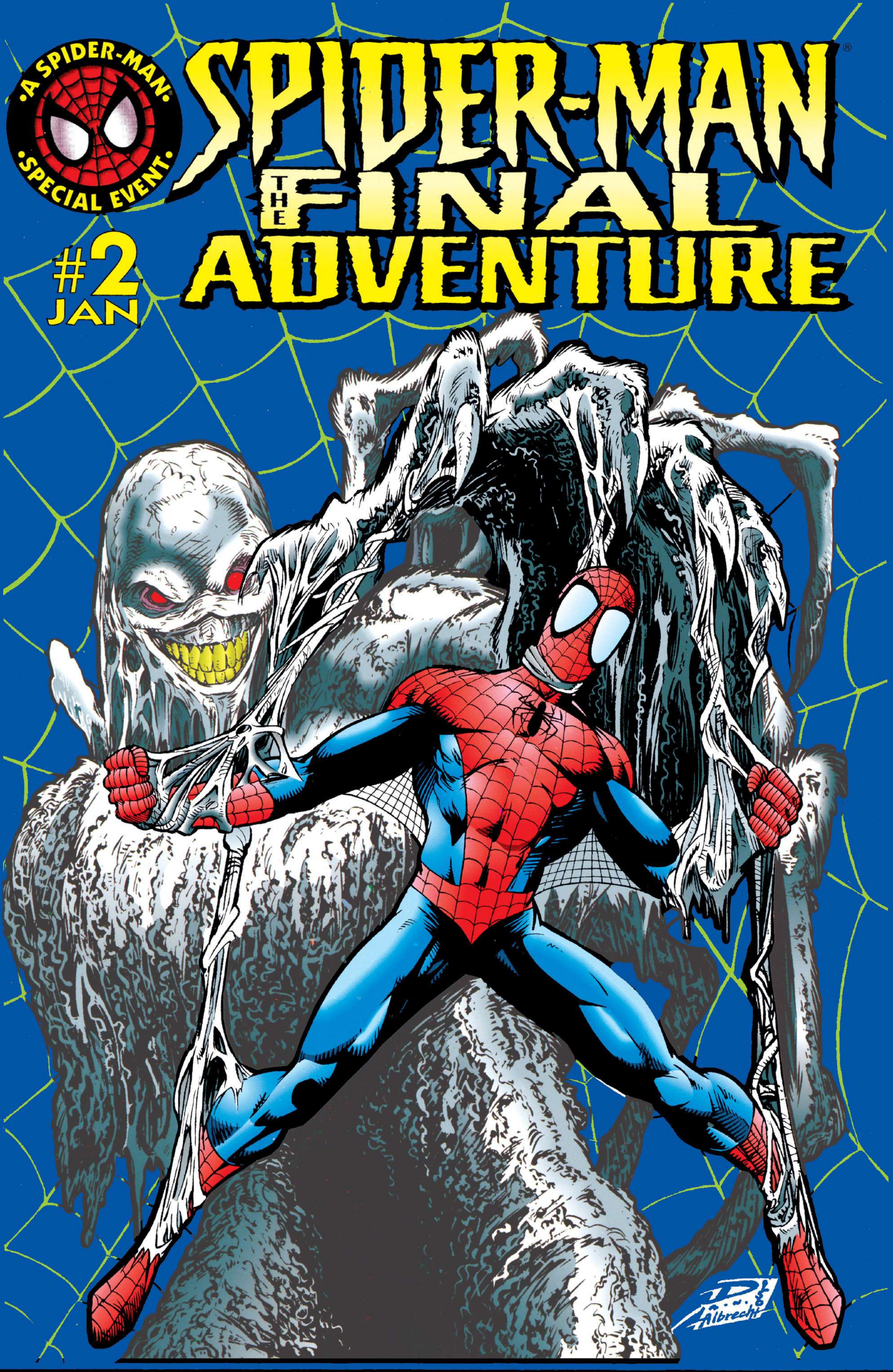
FABIAN

NEXT:





#2
JAN



D. Albrecht

ONLY
HAD
THREE
BEERS.

GREEN
BERGS
TAVERN



PORTLAND

HAPPY HOUR
EVERY DAY
5-7
COM
ON

HE'S NOT
EVEN
STUMBLING.

OKAY TO
DRIVE.

NOT A BAD
NIGHT. GOT
CHECKED OUT
AT LEAST
TWICE, HE
THINKS.

BUT ONCE
WAS BY A
GUY.

HE LIKES TO
KEEP LIFE
INTERESTING,
BUT NOT
THAT
INTERESTING.

"WE ALL WALK
A FINE LINE
BETWEEN
EXTREMES,
THE KEY IS
NOT TO TRIP."

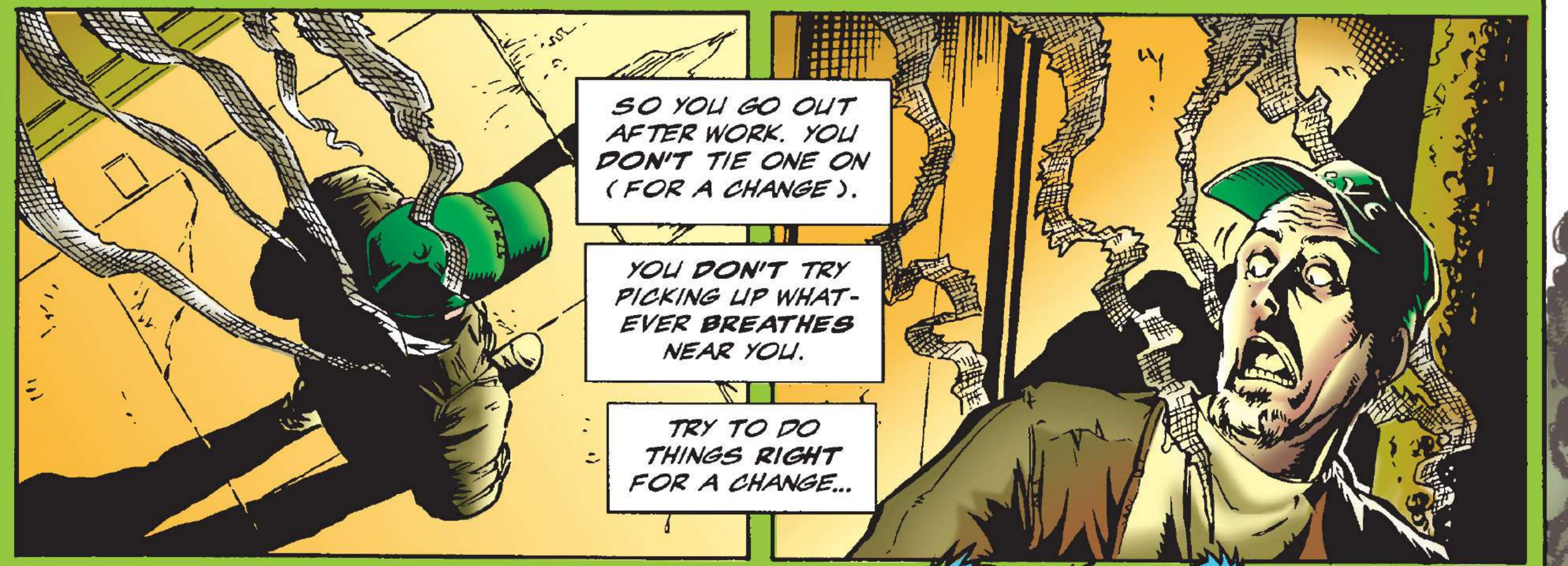
HE THINKS IT WAS
NIETZSCHE WHO SAID
THAT. OR HE HEARD IT
ON JERRY SPRINGER.
WHATEVER.

THE THIN LINE

A STORY OF DIVISION by
FABIAN NICIEZA and
DARICK ROBERTSON

JEFF ALBRECHT • inker OAKLEY / N.J.Q. • letters GREG WRIGHT • color art
MALIBU • computer color separations GLENN GREENBERG • assistant editor
TOM BREVOORT • editor BOB BUDIANSKY • the thin skinned fine line

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SO YOU GO OUT
AFTER WORK. YOU
DON'T TIE ONE ON
(FOR A CHANGE).

YOU DON'T TRY
PICKING UP WHAT-
EVER BREATHE
NEAR YOU.

TRY TO DO
THINGS RIGHT
FOR A CHANGE...



...AND LOOK
WHAT IT
GETS YOU!

CH-CHICH
SHUTTLE
CHRE-CHH



MMFR

THE GUY WHO
CHECKED HIM OUT
IS LOOKING
BETTER BY THE
MINUTE.

MISSING!

Third Victim Claimed by Mysterious Assailant



Gene Byrne, abducted near Spring and Oak Streets



First Victim Paula Khoumri



Second Victim Biff Nostrell

By Rhonda Veeder

A third man has been officially listed as missing by the Portland Police Department after relatives positively identified the sneakers left on the scene as belonging to Gene Byrne, an aspiring artist, who had spent most of Tuesday evening at Greenberg's Bar on Stark and Oak Street. When questioned about Byrne's presence at the bar, owner Glenn Greenberg emphatically denied any knowledge of the event, stating, "I have no comment. Guy comes into my bar for a beer, you think I kidnapped him?

Maybe it's society's fault! Ever think of that instead of blaming me?! Maybe if this guy would've stayed in the bar, had a couple more, he'd be fine right now! But really, I got no comment..."

Byrne's abduction makes his disappearance so far in the downtown area. There are no leads yet as to the identity of the assailant. In these kidnappings, officially stating to the media that the investigation was "ongoing."

AND ALL I
WANT TO KNOW,
GENTLEMEN,
IS--

EXIT

--DO WE CURRENTLY HAVE ANY MORE INFORMATION AVAILABLE TO US THAN THE POLICE DO?

HE'S FURIOUS. IT'S PRETTY EASY TO SPOT THE SIGNS.

RAISED VOICE. NERVOUS TREMBLING.

AND A FACE TURNING SHADES OF RED SEEN ONLY BY J. JONAH JAMESON'S CARDIOLOGIST!

MY FRIENDS ON THE FORCE GAVE ME COPIES OF THEIR FILES, ERIC.

UNLIKE MY OLD BOSS, DR. ERIC SCHWINNER HAS A GOOD REASON TO BE UPSET.

HE'S CHIEF OPERATING OFFICER OF A SCIENCE RESEARCH COMPANY WHICH MAY HAVE UNLEASHED A SERIAL KILLER ONTO THE STREETS OF PORTLAND!

THE SECRETED SUBSTANCE FOUND AT THE SCENE MATCHES THAT OF OUR ESCAPED PATIENT.

SO IT IS VERYS? I KNEW IT! THIS IS BAD. VERY, VERY BAD!

CALVIN FALCONER. HEAD OF SECURITY HERE AT GARID. TO HIM, THIS IS A JOB FOR SOLDIERS.

BILL GALANNAN. SON OF THE COMPANY'S FOUNDER. DIRECTOR OF MEDIA RELATIONS. TO HIM, IT'S A CALL FOR SPIN DOCTORS.

SO WHAT WE SUSPECTED IS TRUE? NOT ONLY DID MONICA STAPHOS'S EXPERIMENTS SAVE VERYS' LIFE, THEY ALSO CHANGED HIM SOMEHOW?

CHANGED HIM, ALL RIGHT. INTRODUCED MY WARPED CHALONE SYSTEM INTO HIS BLOODSTREAM!

WHAT DO YOU GET WHEN YOU COMBINE A RAPID CELLULAR REGENERATIVE SYNTHETIC SKIN WITH THE IRRADIATED BLOOD OF A TRANSPLANTED NEW YORK SUPER HERO?

GIVE ME SOMETHING TO WORK WITH, CAL.

A VERY GUILTY PETER PARKER. A WALL-CRAWLING HERO SPENDING HIS NIGHTS IN SEARCH OF A KILLER HE CREATED. AND A VERY UNHAPPY WIFE!



ALL OF RIVER VERYS'S ACTIONS HAVE OCCURRED NEAR THE WATERFRONT.

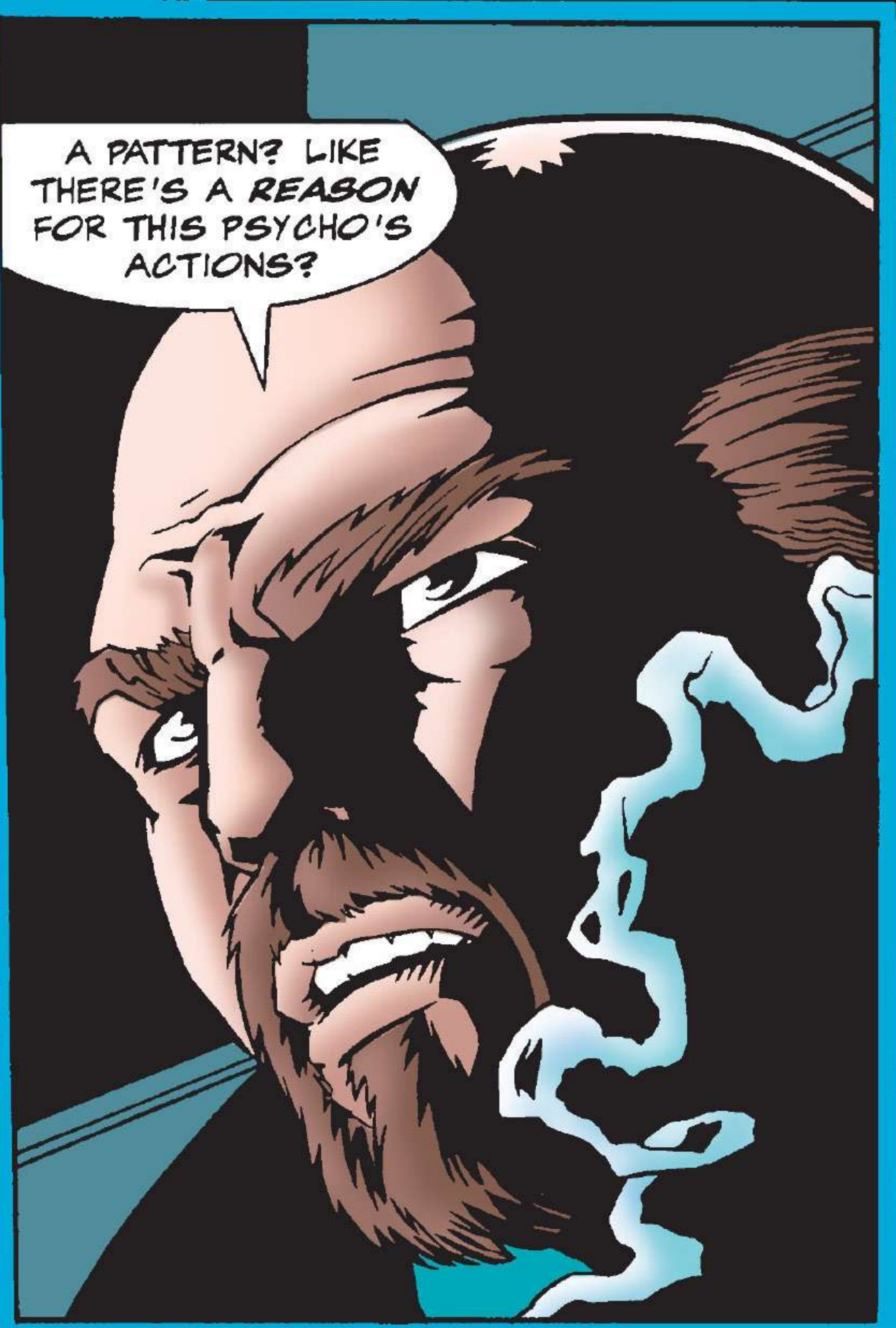
THE WOMAN WAS ABDUCTED NEAR SKIDMORE FOUNTAIN.

THE BALDING GUY IN OLD CHINA-TOWN.

THE BEATNICK ON STARK AND OAK.

NO RELATION BETWEEN THE VICTIMS AND VERYS, BUT I'VE NOTICED A PATTERN.

YOU SAW THE SECURITY TAPES OF WHAT HAPPENED WHEN HE *ESCAPED*, BILL.



A PATTERN? LIKE THERE'S A REASON FOR THIS PSYCHO'S ACTIONS?



WATCH THEM AGAIN. WATCH AS TWO OF MY MEN AND MONICA ARE *KILLED*!

KLIK

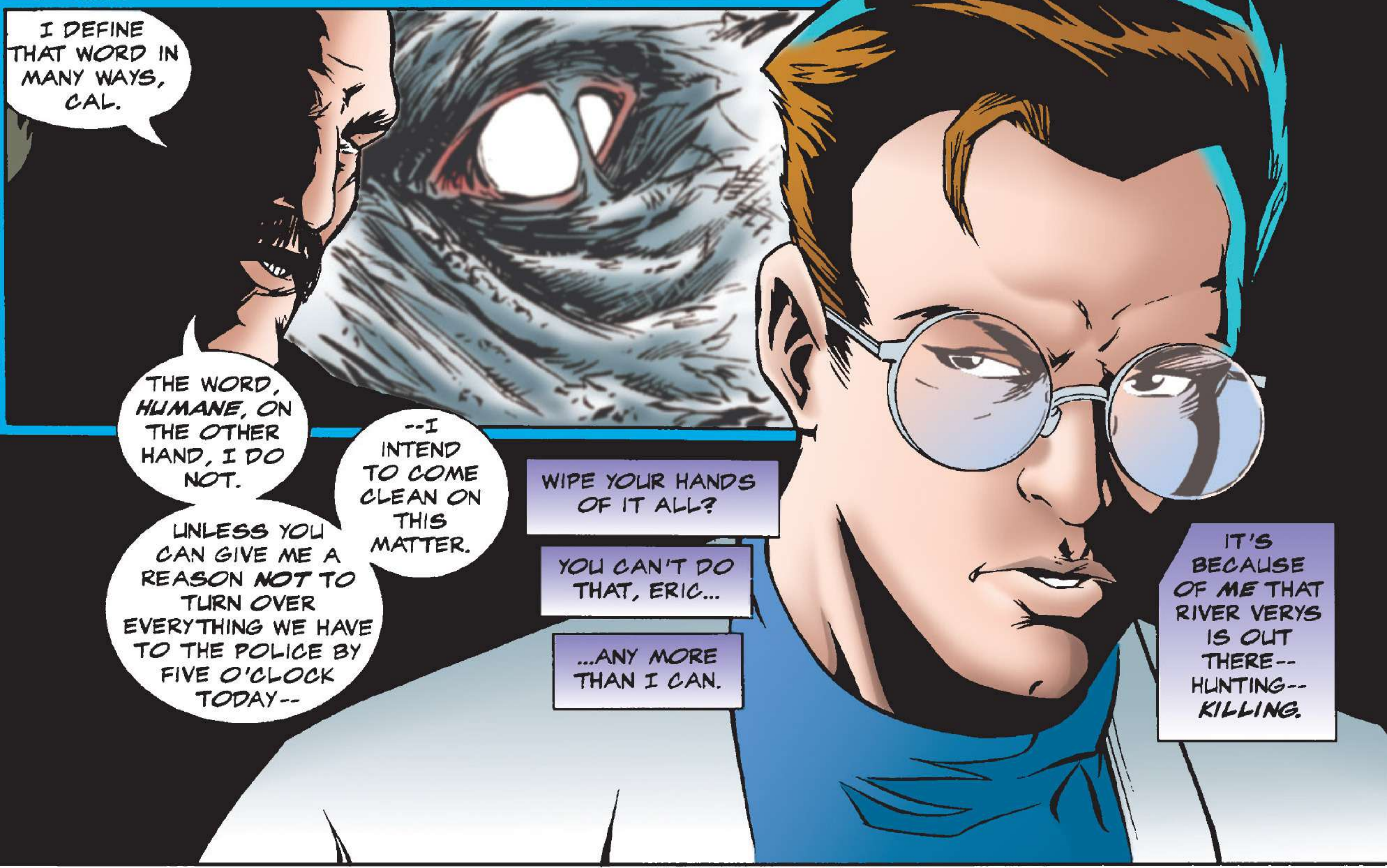
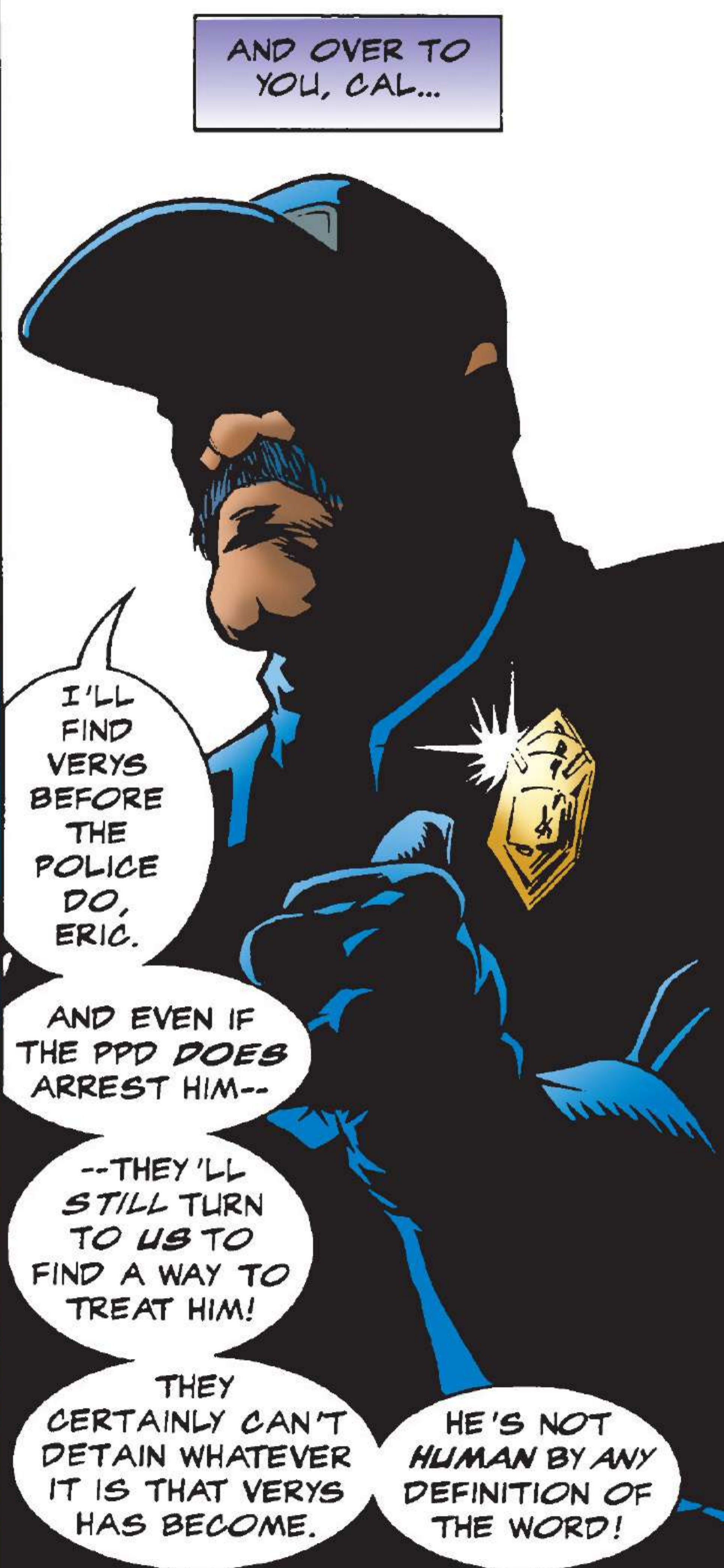


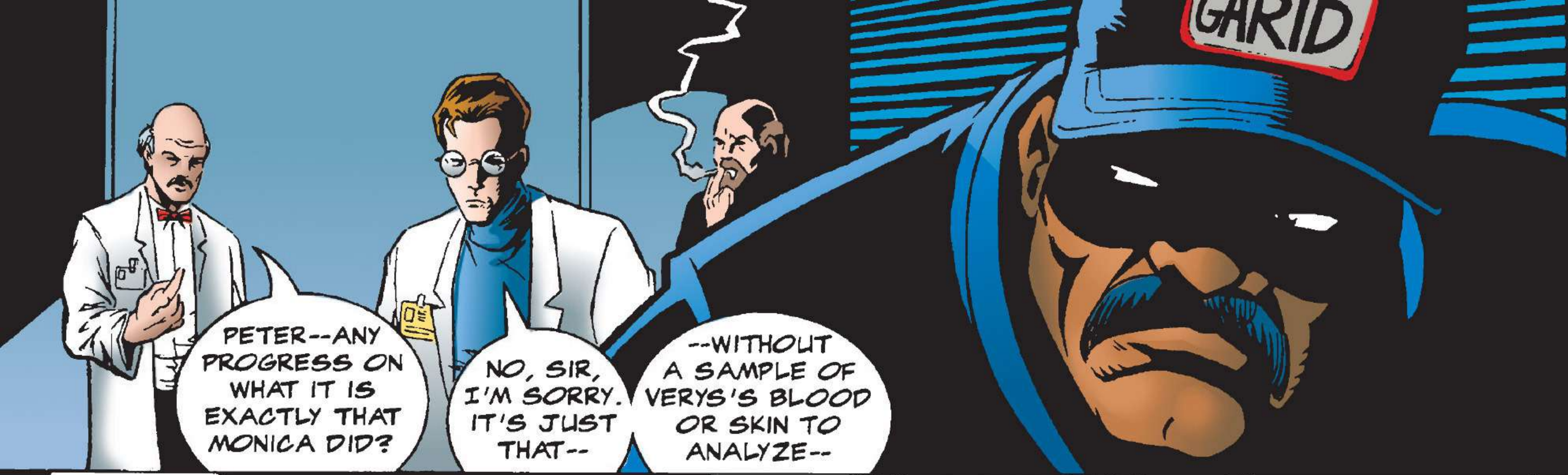
LOOK INTO THOSE DEAD EYES, BILL!

THERE IS NO REASON FOR HIS MADNESS!

BUT GOD HELP US ALL, I THINK THERE'S A MADNESS TO HIS REASON!







PETER--ANY
PROGRESS ON
WHAT IT IS
EXACTLY THAT
MONICA DID?

NO, SIR,
I'M SORRY.
IT'S JUST
THAT--

--WITHOUT
A SAMPLE OF
VERYS'S BLOOD
OR SKIN TO
ANALYZE--

--IT'S HARD
TO SEE
WHERE HER
ADVANCES IN
THE SYN-
THETIC SKIN
DERIVATIVE
CAME
FROM.

IT'S A LIE,
BUT HE
DOESN'T
KNOW THAT.

MONICA RAIDED MY FILES
WHEN SHE FOUND OUT I WAS
CURIOUS ABOUT WHAT WAS
BEING DONE TO VERYS.

I GOT A JOB HERE AT
GARID BECAUSE THEY'RE THE
COMPANY THAT **ORIGINALLY**
IRRADIATED THE SPIDER
WHICH **BIT** ME.

A LITTLE
BITE THAT
CHANGED ME
FOREVER.

AND NOW THAT **MJ**
AND I HAVE A **BABY**
ON THE WAY--

--I WANTED TO BE
PREPARED FOR
ANY CONTINGENCY
THE **SPUD** MAY
FACE--

--BY LEARNING
AS MUCH
ABOUT
MYSELF AS I
COULD.

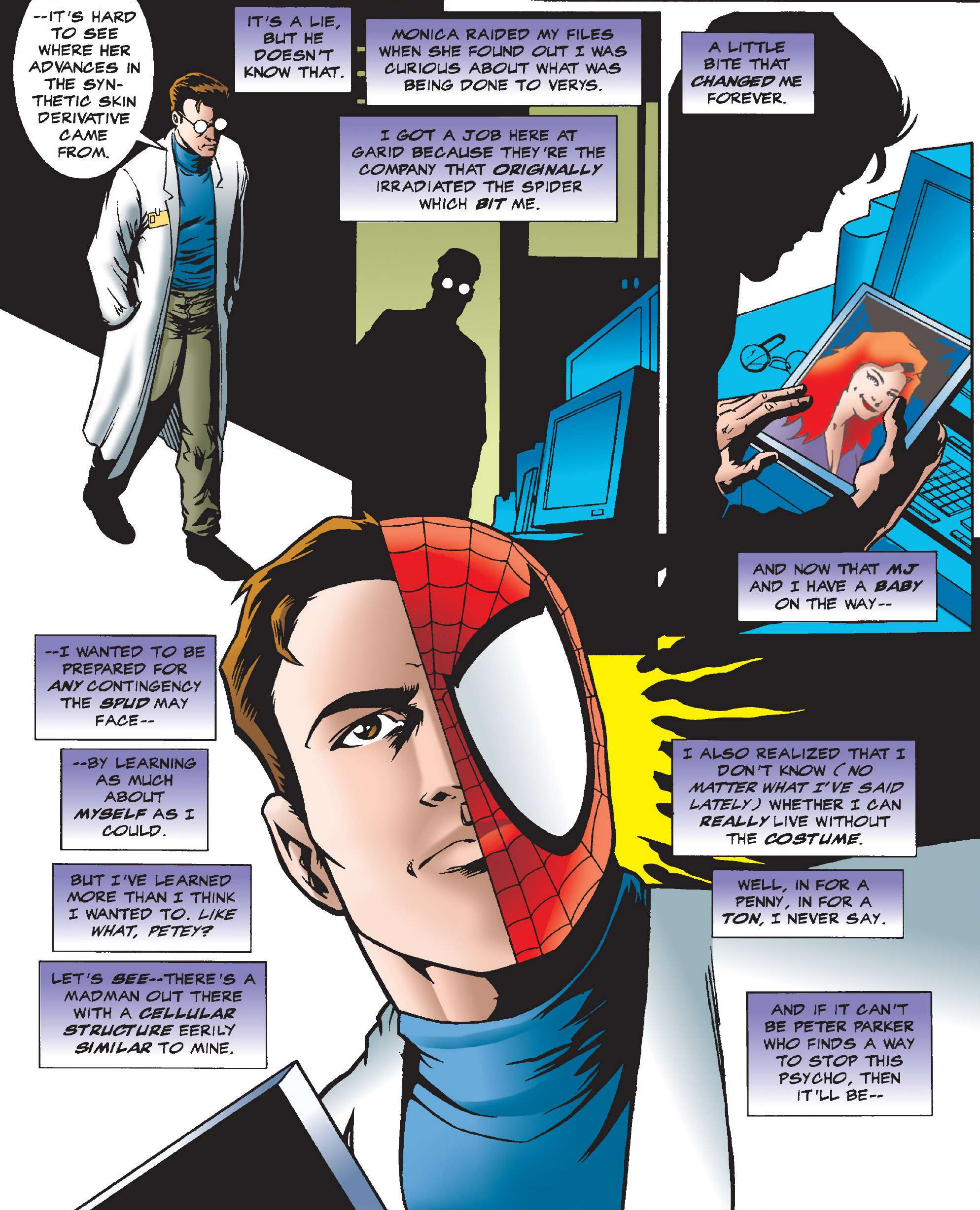
BUT I'VE LEARNED
MORE THAN I THINK
I WANTED TO. LIKE
WHAT, **PETEY**?

LET'S **SEE**--THERE'S A
MADMAN OUT THERE
WITH A **CELLULAR**
STRUCTURE EERILY
SIMILAR TO MINE.

I ALSO REALIZED THAT I
DON'T KNOW (NO
MATTER WHAT I'VE SAID
LATELY) WHETHER I CAN
REALLY LIVE WITHOUT
THE **COSTUME**.

WELL, IN FOR A
PENNY, IN FOR A
TON, I NEVER SAY.

AND IF IT CAN'T
BE PETER PARKER
WHO FINDS A WAY
TO STOP THIS
PSYCHO, THEN
IT'LL BE--



SPIDER-MAN!

AGAIN?

HERE COMES TROUBLE!

IF RIGHTEOUS FURY WERE GOLD--

--MARY JANE WATSON-PARKER WOULD BE FORT KNOX!

OR AT LEAST "HARD KNOCKS."

AS IN, "SCHOOL OF--".

BECAUSE WITH ME AS HER HUSBAND, MJ'S EARNED A PHD IN TOLERANCE!

NOW I'M WORKING ON HAVING HER GRADUATE WITH HONORS.

AFTER HEARING WHAT THEY SAID AT WORK TODAY-- I THINK I KNOW WHERE THEY MIGHT BE!

IF YOU KNOW WHERE THIS VERRY GUY IS, WHY DON'T YOU LET THE POLICE HANDLE IT?

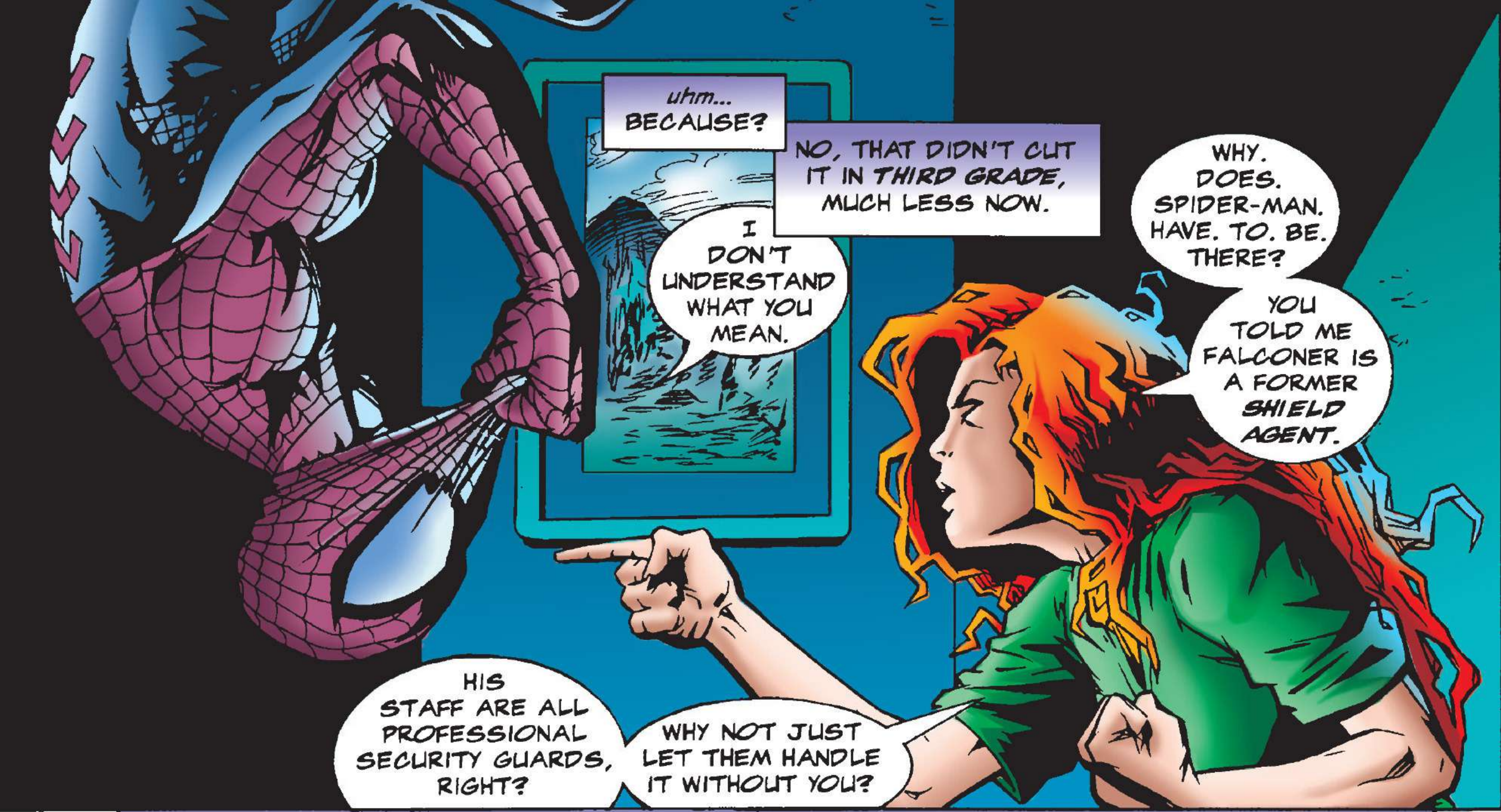
FALCONER AND GALANNAN TALKED ERIC OUT OF CALLING IN THE PPD THIS AFTERNOON.

FALCONER THINKS HE KNOWS WHERE VERRYS IS--AND I HAVE TO BE THERE TO HELP HIM!

MJ--I'M SORRY--BUT ANOTHER PERSON WAS KIDNAPPED LAST NIGHT!

WHY.

SHE DOESN'T SAY IT WITH A QUESTION MARK AT THE END.



uhm...
BECAUSE?

NO, THAT DIDN'T CUT
IT IN *THIRD GRADE*,
MUCH LESS NOW.

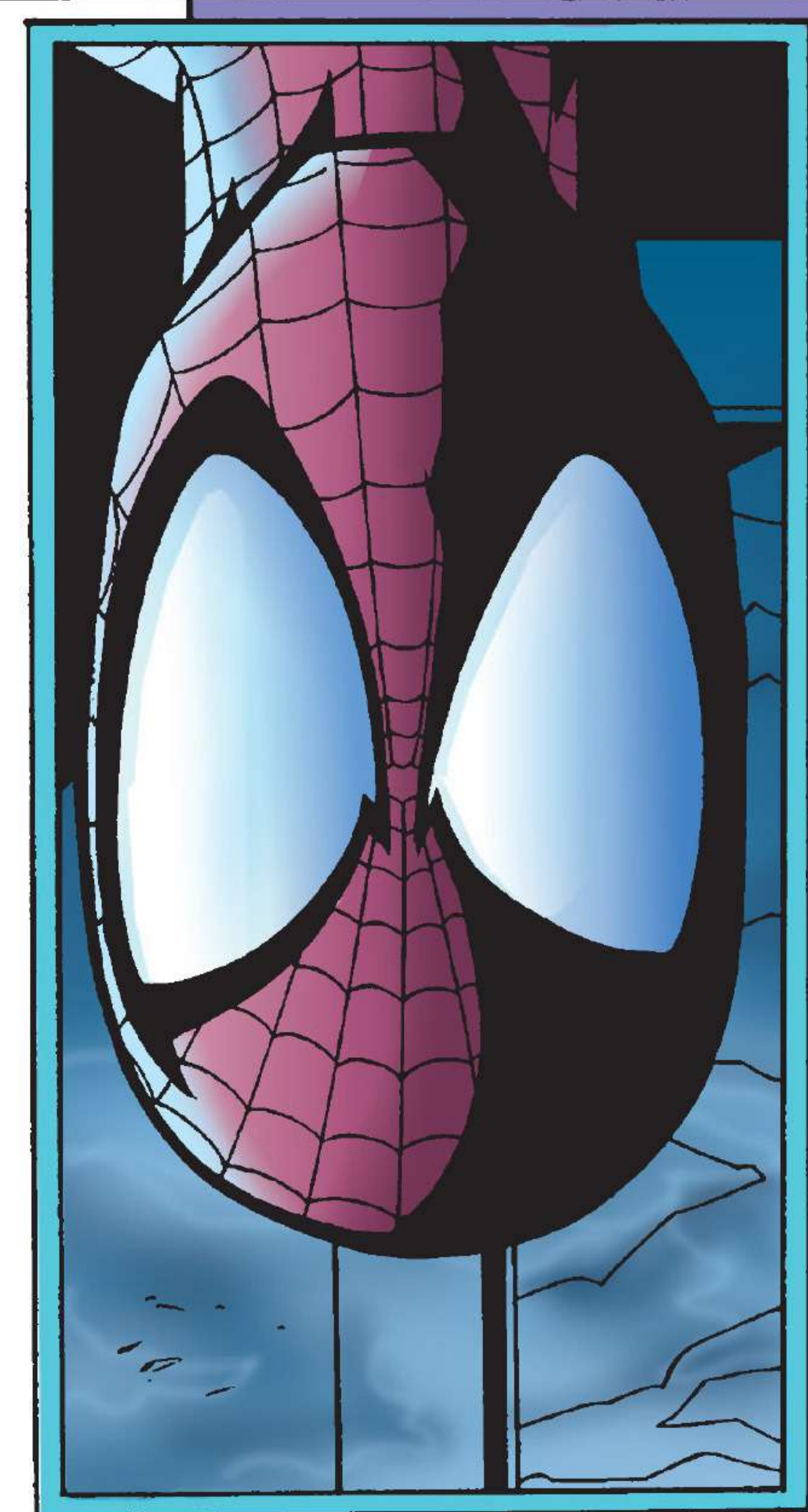
I
DON'T
UNDERSTAND
WHAT YOU
MEAN.

WHY.
DOES.
SPIDER-MAN.
HAVE. TO. BE.
THERE?

YOU
TOLD ME
FALCONER IS
A FORMER
SHIELD
AGENT.

HIS
STAFF ARE ALL
PROFESSIONAL
SECURITY GUARDS,
RIGHT?

WHY NOT JUST
LET THEM HANDLE
IT WITHOUT YOU?



THAT'S
WHAT I
THOUGHT.

IT'S NOT
BECAUSE
THEY
CAN'T...

...IT'S
BECAUSE
YOU
CAN.

FINE, MJ.
YOU GET
THE
POINTS
FOR THAT
ONE.

BUT TRY IT
THIS WAY--OUR
UNBORN CHILD
IS TURNING
THIRTEEN.

HE/SHE/IT
STARTS SPROUTING
HAIRY LEGS OUT
OF HER/HIS/ITS
BACK!



WHAT IF WE CAN'T HELP
HIM/HER/IT BECAUSE I
TURNED MY BACK ON A
CHANCE TO LEARN MORE
ABOUT WHAT MAKES
ME TICK?

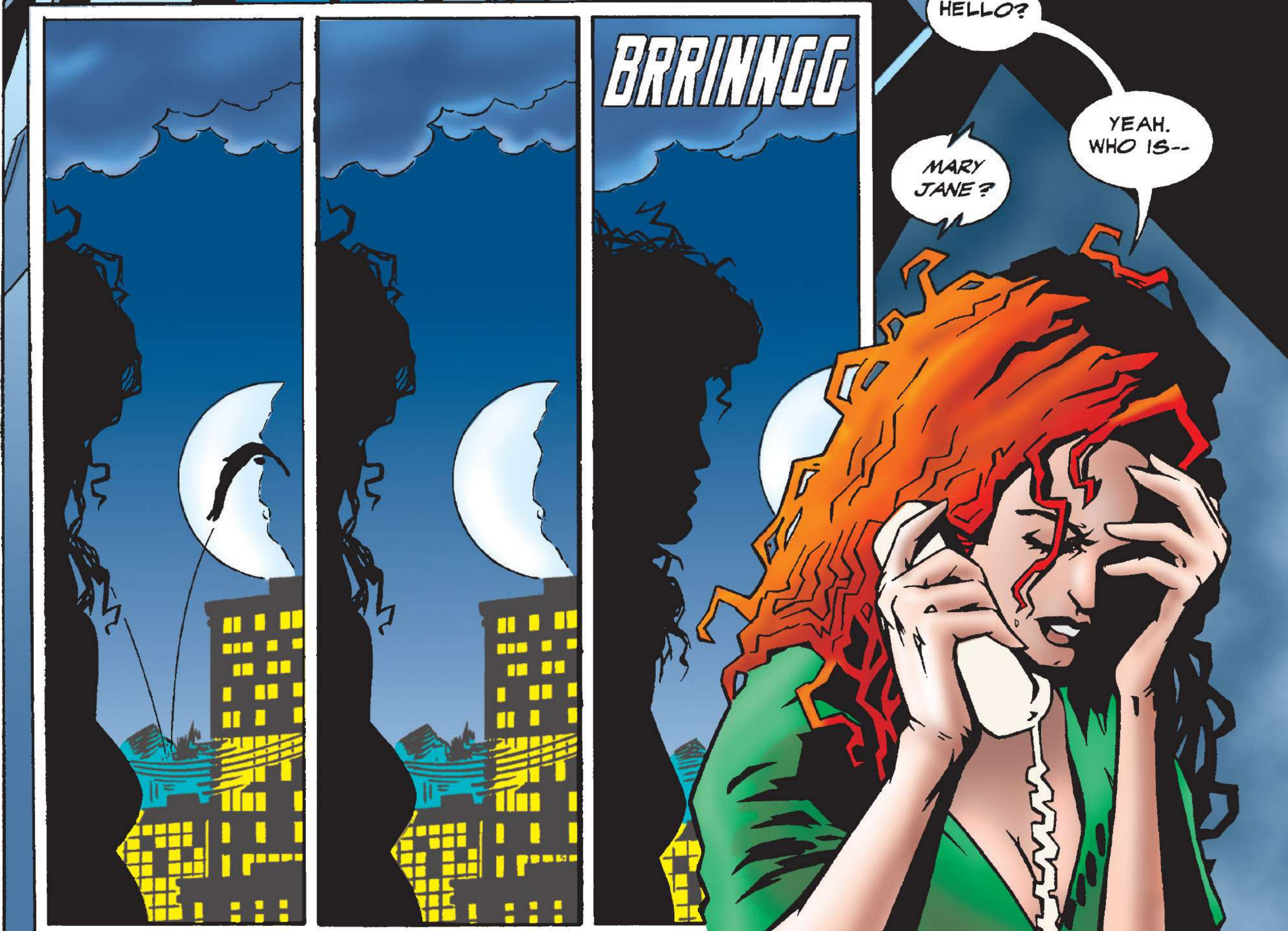
WHAT
WOULD
YOU SAY
THEN?



YEAH,
THAT'S
WHAT I
THOUGHT.

MAYBE
OUR PROBLEMS
AREN'T DUE TO
THE FACT I CAN'T
DEAL WITH NOT
BEING SPIDER-
MAN--

--BUT
BECAUSE YOU
CAN'T DEAL WITH
THE FACT THAT I
AM!

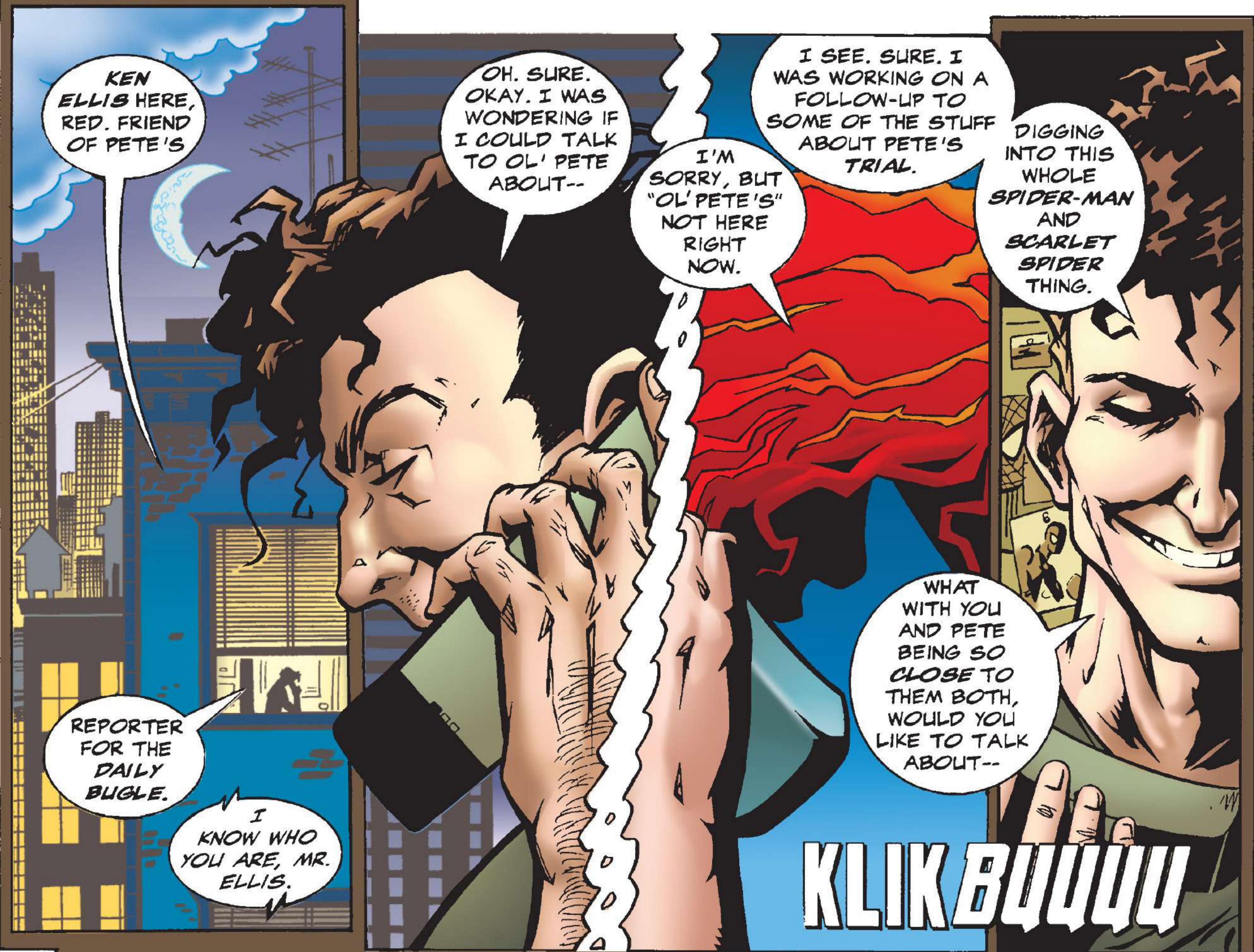


HELLO?

MARY
JANE?

YEAH.
WHO IS--

BRRINNGG



KEN
ELLIS HERE,
RED. FRIEND
OF PETE'S

OH. SURE.
OKAY. I WAS
WONDERING IF
I COULD TALK
TO OL' PETE
ABOUT--

I'M
SORRY, BUT
"OL' PETE'S"
NOT HERE
RIGHT
NOW.

I SEE. SURE. I
WAS WORKING ON A
FOLLOW-UP TO
SOME OF THE STUFF
ABOUT PETE'S
TRIAL.

DIGGING
INTO THIS
WHOLE
SPIDER-MAN
AND
SCARLET
SPIDER
THING.

REPORTER
FOR THE
DAILY
BUGLE.

I
KNOW WHO
YOU ARE, MR.
ELLIS.

WHAT
WITH YOU
AND PETE
BEING SO
CLOSE TO
THEM BOTH,
WOULD YOU
LIKE TO TALK
ABOUT--

KLIK BUUUUU



MY, BUT THAT
WAS RUDE,
WASN'T IT?

BECAUSE SHE
DIDN'T HAVE
ANYTHING TO
SAY...

...OR
BECAUSE
SHE HAD
SOMETHING
TO HIDE?





DAILY BUGLE
SPIDER-MAN
OR

PARKER'S WIFE MOST CERTAINLY WAS NOT INTERESTED IN TALKING ABOUT HER HUSBAND'S MURDER TRIAL--

--OR ABOUT HIS POSSIBLE CONNECTION TO SPIDER-MAN.

WHAT'S THE STORY HERE?

FOR YEARS, WE HAVE A SPIDER-MAN SWINGING AROUND THE BIG APPLE.

THEN ANOTHER GUY SHOWS UP. SAME POWERS. SAME BUILD.

COSTUME BY WAY OF A FLEA MARKET. A HAND-ME-DOWN SPIDEY.

I CALL HIM SCARLET SPIDER. HE DOESN'T LIKE IT, BUT THE NAME STICKS.

BOTH OF THEM GOT IN THE MIDDLE OF PARKER'S TRIAL.

A THIRD GUY NAMED KAINE WAS PROVEN TO BE THE GUILTY PARTY.

OF A MURDER PARKER WAS SUPPOSED TO HAVE COMMITTED IN UTAH?

#4.141NG YOOO-TAWH, FOR CRYING OUT LOUD! UTAH? VISIT THERE MUCH, PETE?

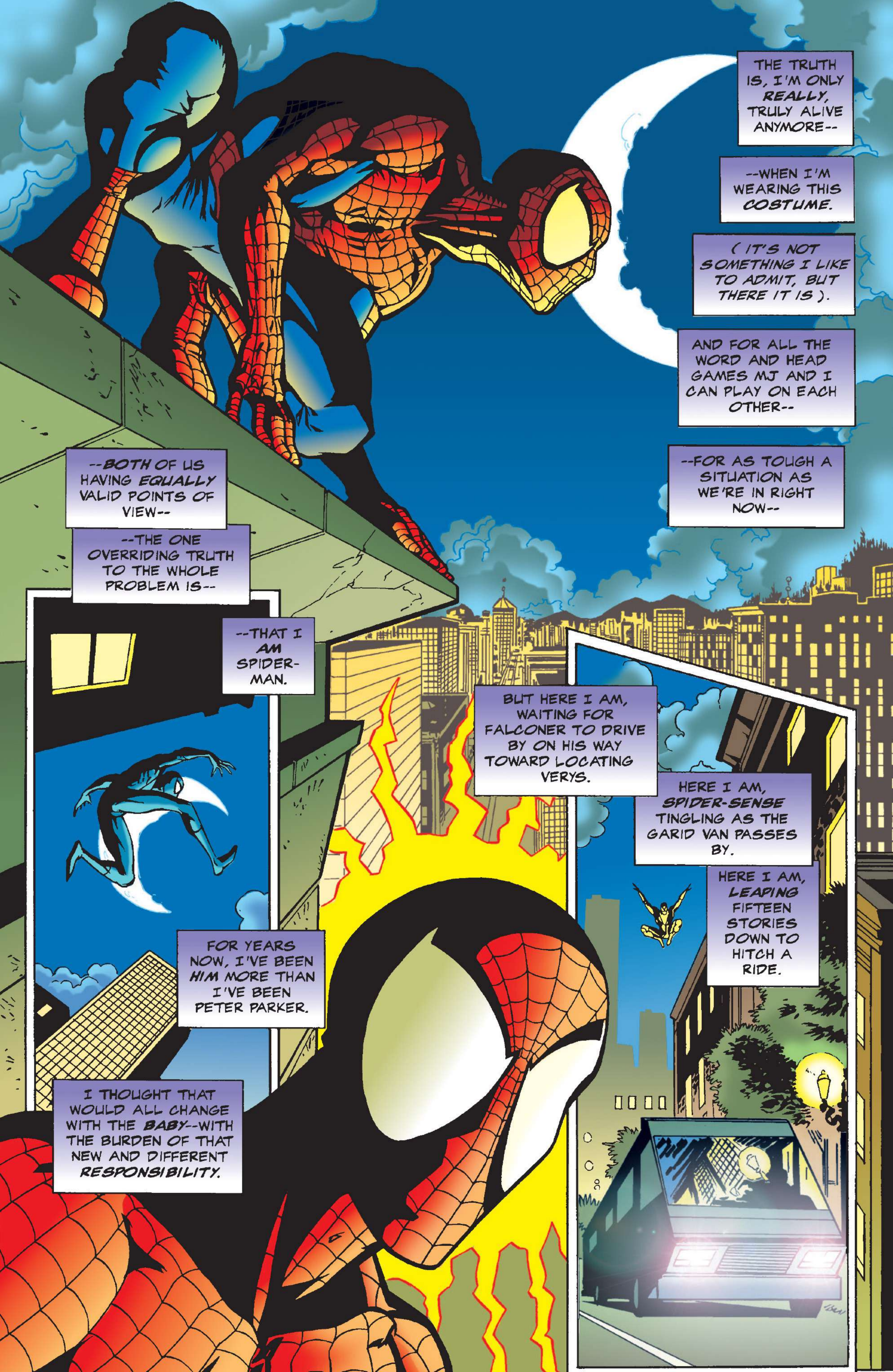
TALK TO ME, PETEY BOY. WHAT'S THE DEAL BETWEEN THE SPIDERS AND HOW DOES THAT TIE IN TO YOU?

WHAT SAY WE OPEN UP YOUR SKULL--

--DIG INSIDE A LITTLE--

--AND START FINDING OUT THE REAL TRUTH?





THE TRUTH IS, I'M ONLY REALLY, TRULY ALIVE ANYMORE--

--WHEN I'M WEARING THIS COSTUME.

(IT'S NOT SOMETHING I LIKE TO ADMIT, BUT THERE IT IS).

AND FOR ALL THE WORD AND HEAD GAMES MJ AND I CAN PLAY ON EACH OTHER--

--FOR AS TOUGH A SITUATION AS WE'RE IN RIGHT NOW--

--BOTH OF US HAVING EQUALLY VALID POINTS OF VIEW--

--THE ONE OVERRIDING TRUTH TO THE WHOLE PROBLEM IS--

--THAT I AM SPIDER-MAN.

BUT HERE I AM, WAITING FOR FALCONER TO DRIVE BY ON HIS WAY TOWARD LOCATING VERYS.

HERE I AM, SPIDER-SENSE TINGLING AS THE GARID VAN PASSES BY.

HERE I AM, LEAPING FIFTEEN STORIES DOWN TO HITCH A RIDE.

FOR YEARS NOW, I'VE BEEN HIM MORE THAN I'VE BEEN PETER PARKER.

I THOUGHT THAT WOULD ALL CHANGE WITH THE **BABY**--WITH THE BURDEN OF THAT NEW AND DIFFERENT RESPONSIBILITY.



Spider-Man is shown from a high angle, landing on a city street at night. He is in a crouched position, with his hands and feet splayed out on the pavement. The background shows city buildings and streetlights.

HERE I AM,
LANDING AS
LIGHT AS...WELL,
AS A SPIDER,
OF COURSE.

HERE I
AM.

LOVING EVERY
MINUTE OF
IT.

OF COURSE, IF
MY WEB-
SHOOTERS
STILL WORKED,
IT COULD'VE
BEEN A LOT
EASIER.

BEGGARS
CAN'T BE
CHOOSERS.

A group of Garid security forces are in a hallway. One soldier in the foreground is holding a large red and black weapon. Other soldiers are in the background, some looking at a screen.

WE EXPECT TO ENCOUNTER
A SUPER-POWERED
INDIVIDUAL WHO IS
QUITE CAPABLE OF
MURDER--

--BUT
OUR INTENTION
IS TO CAPTURE
VERYS ALIVE.

A close-up of a soldier's face, wearing a yellow helmet with a visor. He has a serious expression.

YEAH, WELL
CONSIDERING
HE KILLED
JOEY AND
JEFF--

--YOU NEVER
KNOW WHAT
MIGHT ACCI-
DENTALLY
HAPPEN--

--WHILE WE'RE
TRYING TO BRING
THIS NUTCASE
IN, RIGHT,
CAL?

Two soldiers are shown in profile, facing each other. They are wearing helmets and appear to be in a hallway.

ALIVE.
PERIOD.

Spider-Man is shown from behind, crawling on a wall. He is in a crouched position, with his hands and feet splayed out against the wall.

THE GARID
SECURITY FORCES
ARE A BIT ANTSY.
CAN'T SAY AS I
BLAME THEM.

THEY'RE NOT USED
TO GOING AFTER
PEOPLE LIKE VERYS.

I DON'T KNOW
HOW FALCONER
FOUND OUT
WHERE VERYS
MIGHT BE HIDING...

...BUT ERIC BACKED OFF ON BRINGING IN THE COPS BECAUSE CALVIN GUARANTEED THAT HE'D BRING VERYS IN TONIGHT.

WHICH MEANT HE'D FIGURED OUT WHAT VERYS WAS UP TO, WHICH MEANT IF I STUCK WITH CAL...HE'D LEAD THIS HORSE TO WATER.

NAMELY THE CONSTRUCTION ACCESS ROADWAY ALONGSIDE THE STEEL BRIDGE.

SPREAD OUT IN GROUPS OF TWO.

REMEMBER, CHANCES ARE VERYS WILL BE UNDER THE BRIDGE, NOT ON TOP OF IT!

WUNNERFUL. GOING TO HAVE TO CRAWL ALL THE WAY--

COME TO POPPA.

TAKE A CROWBAR HERE AND BEND IT INTO A GRAPPLING HOOK.

--STEEL CABLE?

THEN A CONSTRUCTION TOOL BELT ONE OF THE WORKERS LEFT--

--PRESTO-- HANDY-DANDY UTILITY BELT!

NOW TO FIND THIS JOKER AND MAKE INSTANT OATMEAL OUT OF THE FEEB!

LET'S SEE IF
THIS IS AS EASY
AS ADAM WEST
MADE IT LOOK...

WELL,
WHADDAYA
KNOW.

LOOK, MA, I'M
SWINGING AGAIN!

I GOT THE
MTV GRIND
GOING ON IN
MY HEAD.
VERYS MUST
BE NEARBY.

UNDER
THE
BRIDGE,
CAL
SAID.
WHY--

--OH LORD,
I GET IT--

--THE TESTS WE DID
ON THE *RESIDUE* LEFT
FROM VERYS'S ATTACK
INDICATE THAT HIS
ENTIRE *PHYSICAL*
STRUCTURE--

--HAS BECOME LIKE
WET COTTON,
INCREDIBLY TENSILE,
BUT STRETCHED THIN.

DOES
FALCONER
ACTUALLY
SUSPECT THAT
VERYS HAS
TAKEN HIS
VICTIMS AND--

CAL--OVER
HERE!

OH MY GOD--
THEY'RE OVER
HERE!



ANY
SIGN OF
VERYS?

NO SIR,
JUST THE
VICTIMS--

--THEY'RE
UNDER THE
ROADWAY--ALONG-
SIDE THE BRIDGE
STRUTS!

ARE
ANY OF
THEM--



--ALIVE--?



help me--
please--



GET UP
THERE--FAST--
BEFORE VERYS
SHOWS UP!

SPEAKING
OF
SHOWING
UP...

A NEWS
HELI-
COPTER?

SHORT OF ROSS
PEROT IN BIKINI
BRIEFS, THAT'S
GOTTA BE THE
LAST THING I
WANTED TO SEE
TONIGHT!

HOW DID THEY
KNOW TO
COME HERE?

WITH ANY LUCK, THE
HOSTAGES WILL ALL
BE ALIVE, VERYS
WON'T SHOW UP--

--AND SPIDEY
WON'T NEED TO
GET HIMSELF
SPLAYED ALL OVER
PORTLAND TV!

WUP! WUP! WUP! WUP! WUP!



ONLY
ONE OF
THEM'S ALIVE,
CAL!

please--
get me away
from him--

IT'S
OKAY, MR. BYRNE--
THERE'S NO SIGN OF
VERYS--WE'LL HAVE
YOU OUT OF
HERE IN NO--

--you don't
understand--



huh--?

IS
THIS STUFF--
MOVING--?



THAT TICKLED.

AAAAGHH!

TIME TO GET
INVOLVED.

SON OF
A--

PHOONTA!

I SMELL
BURNT
CLOTH.

HANNIKER'S
CARRYING A
PLASMA RIFLE
OF SOME
SORT.

IT DIDN'T
SLOW VERYS
DOWN AT ALL.

WHATEVER HE'S
BECOME--I
STILL SEE A
JAW ON HIM--

--AND I'M CROSSING
MY FINGERS THAT IT'S
A GLASS ONE!

THUD PFFT!

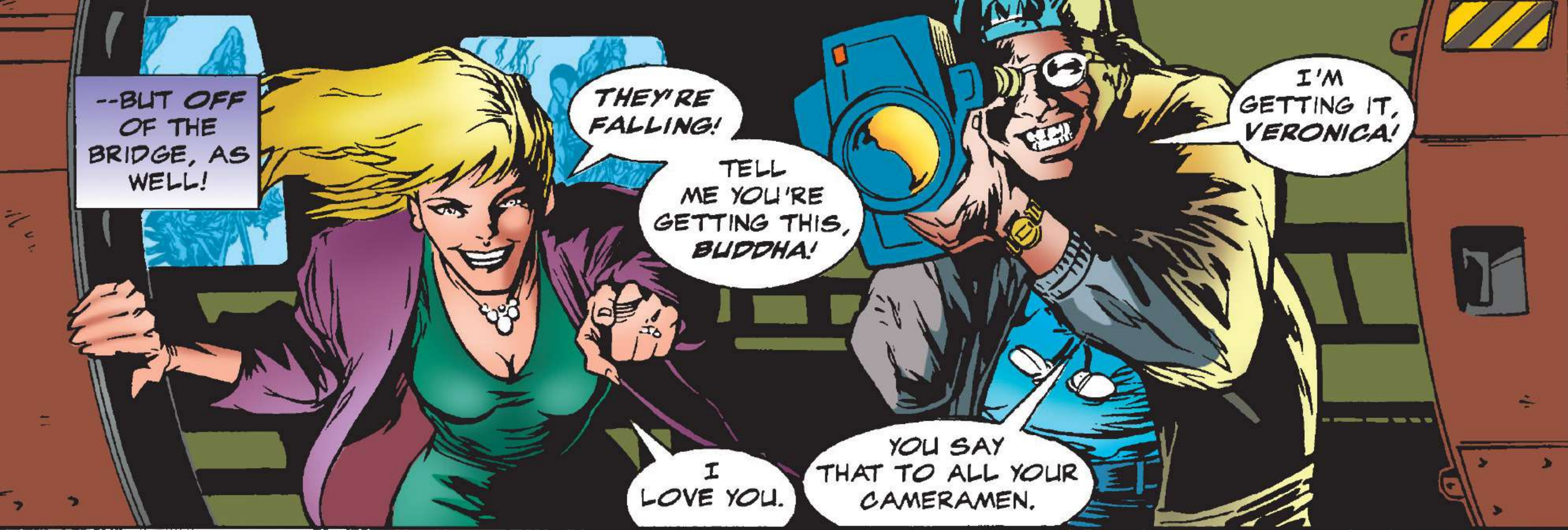
WELL, THAT
CERTAINLY
DIDN'T
SOUND VERY
PROMISING.

USUALLY, MY
HEEL ON THEIR
FACE MAKES
THIS COOL KIND
OF POPPING
SOUND.

THAT SOUNDED
AND FELT LIKE
I GAVE AN
UPPERCUT TO A
PILLOW!

AT LEAST OUR
MOMENTUM TOOK
US AWAY FROM THE
GUARDS--

THFFF PLUFFTT!



--BUT OFF OF THE BRIDGE, AS WELL!

THEY'RE FALLING!

TELL ME YOU'RE GETTING THIS, BUDDHA!

I'M GETTING IT, VERONICA!

I LOVE YOU.

YOU SAY THAT TO ALL YOUR CAMERAMEN.



REC

ONLY THE ONES WHO'RE GONNA HELP ME GO NATIONAL!



"AND THE ONES WHO HELP ME BEAT KELLEHER TO A STORY!"

THE TIP WE GOT WAS ACCURATE!

BUT WHAT'S A CHOPPER DOING HERE ALREADY?



MORE REPORTERS?

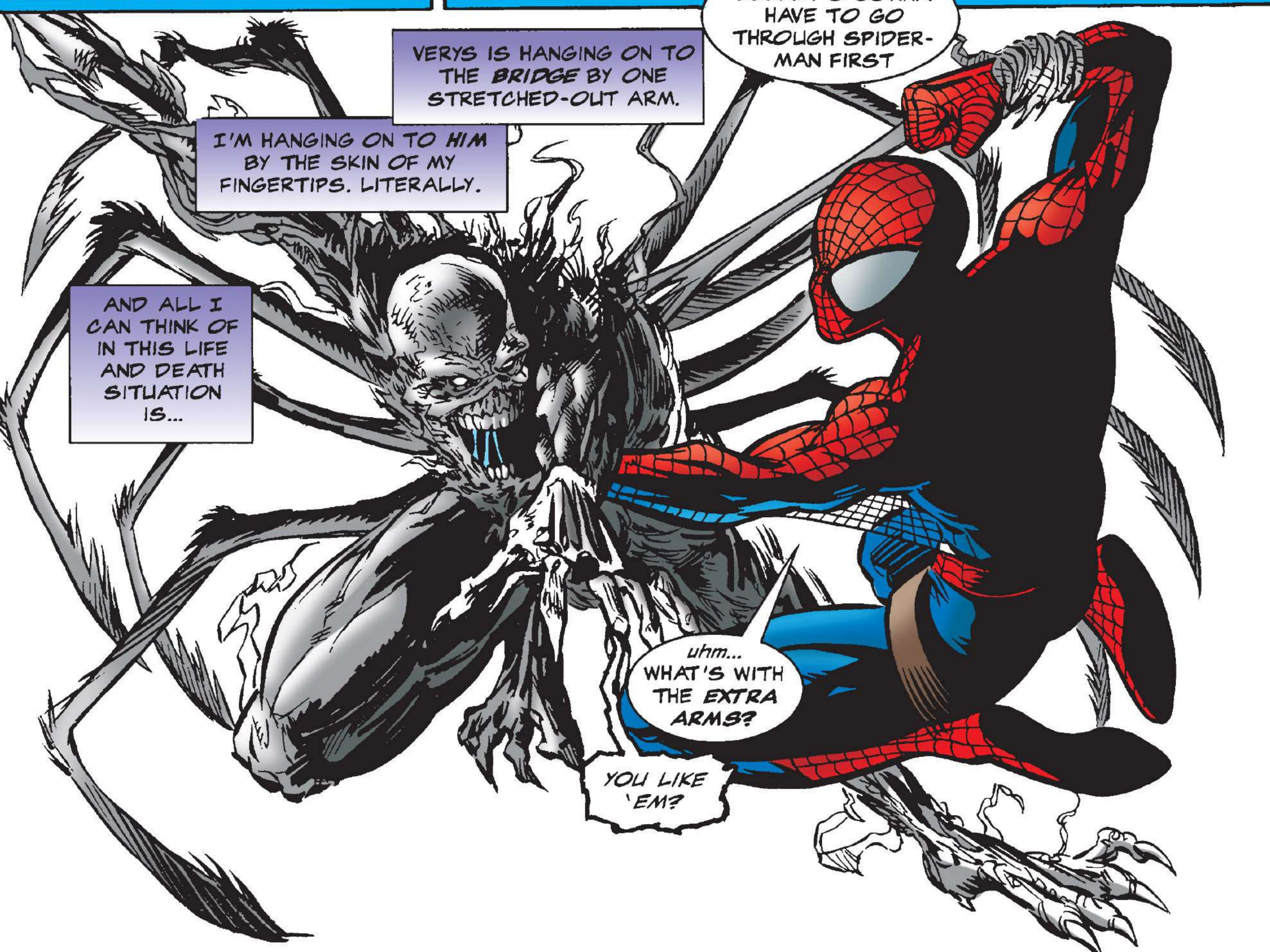
HAND ME YOUR GUN, LERNER.

PARDON ME, CAL?

NEVER MIND. YOU GOT A SHOT?

YEAH--

--BUT THE BULLET'S GONNA HAVE TO GO THROUGH SPIDER-MAN FIRST



VERYS IS HANGING ON TO THE BRIDGE BY ONE STRETCHED-OUT ARM.

I'M HANGING ON TO HIM BY THE SKIN OF MY FINGERTIPS. LITERALLY.

AND ALL I CAN THINK OF IN THIS LIFE AND DEATH SITUATION IS...

uhm... WHAT'S WITH THE EXTRA ARMS?

YOU LIKE 'EM?



BEEN THERE. DONE THAT. BORED.

I IMAGINE THIS IS ALL KIND OF ROUTINE FOR YOU, HUH?

WELL, LET ME CLUE YOU IN ON SOMETHING-- THIS IS ALL NEW FOR ME--

--AND IT'S ONE HELL OF A RUSH, TOO!

THEY ALREADY DID HELP ME, SPIDER-MAN--

GO BACK TO GARID, VERYS! THEY CAN HELP YOU!



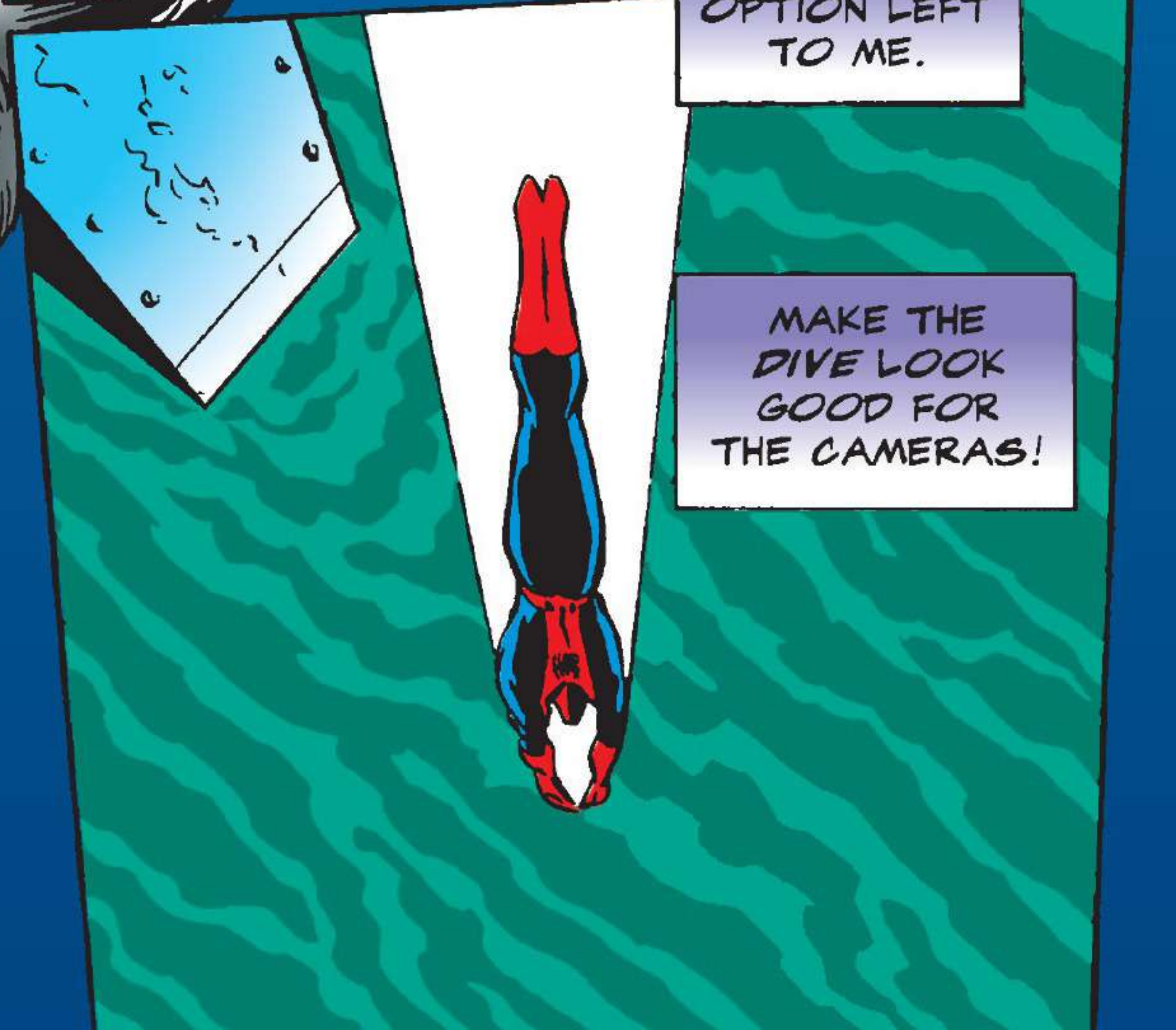
THEY TURNED ME INTO **THIS!**

I CERTAINLY WASN'T READY FOR THE "TURN YOUR BODY INTO ONE GIANT HOLE" SCHTICK.



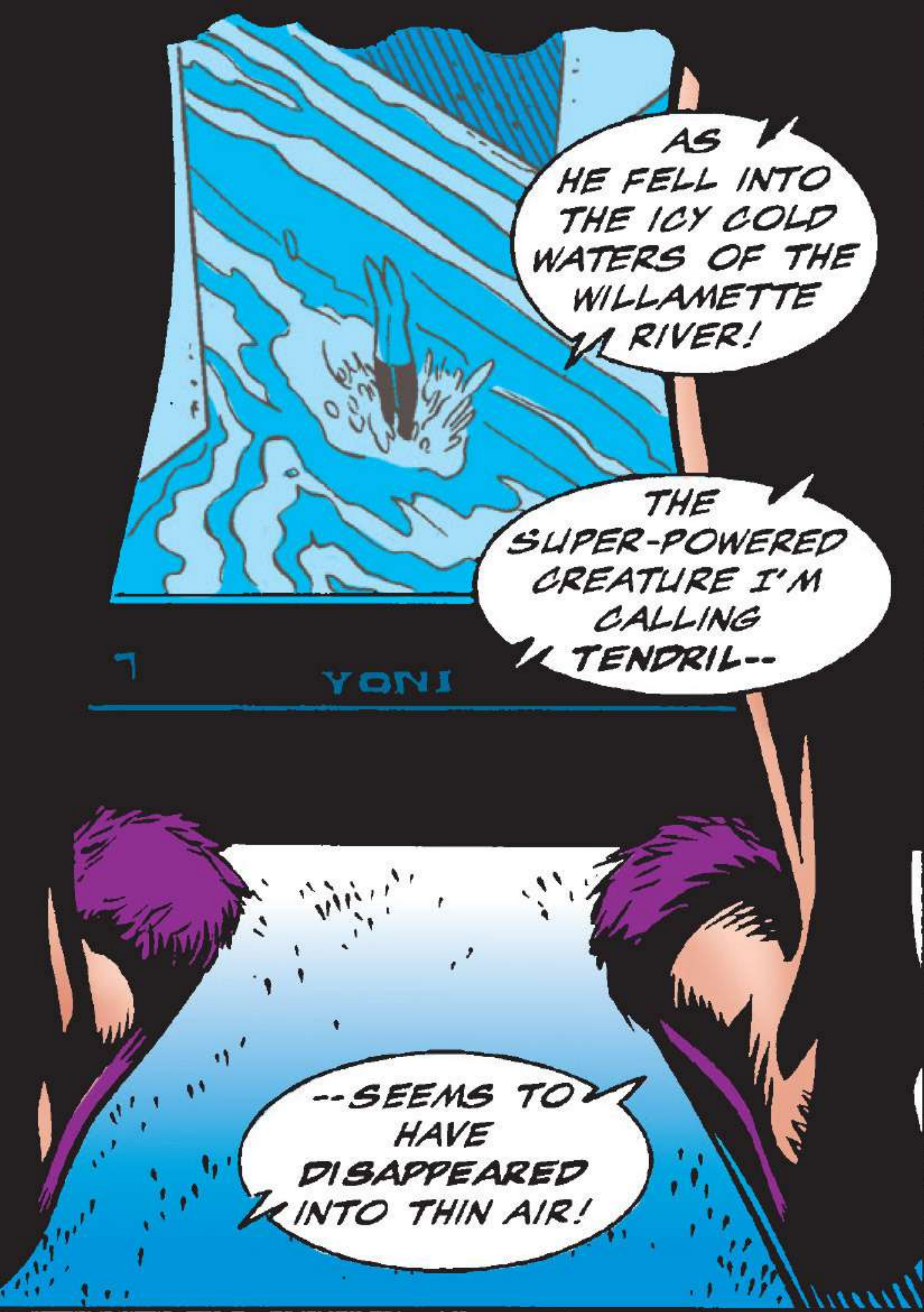
NO WEB-SHOOTERS. NO CABLE WIRE.

ONLY ONE OPTION LEFT TO ME.



MAKE THE DIVE LOOK GOOD FOR THE CAMERAS!

WELL.



AS HE FELL INTO THE ICY COLD WATERS OF THE WILLAMETTE RIVER!

THE SUPER-POWERED CREATURE I'M CALLING TENDRIL--

--SEEMS TO HAVE DISAPPEARED INTO THIN AIR!



DEREK KELLEHER, ACTION NEWS-- ARE YOU AN EMPLOYEE OF THE GALANNAN RESEARCH CENTER?

GET THAT MICROPHONE OUT OF MY FACE.

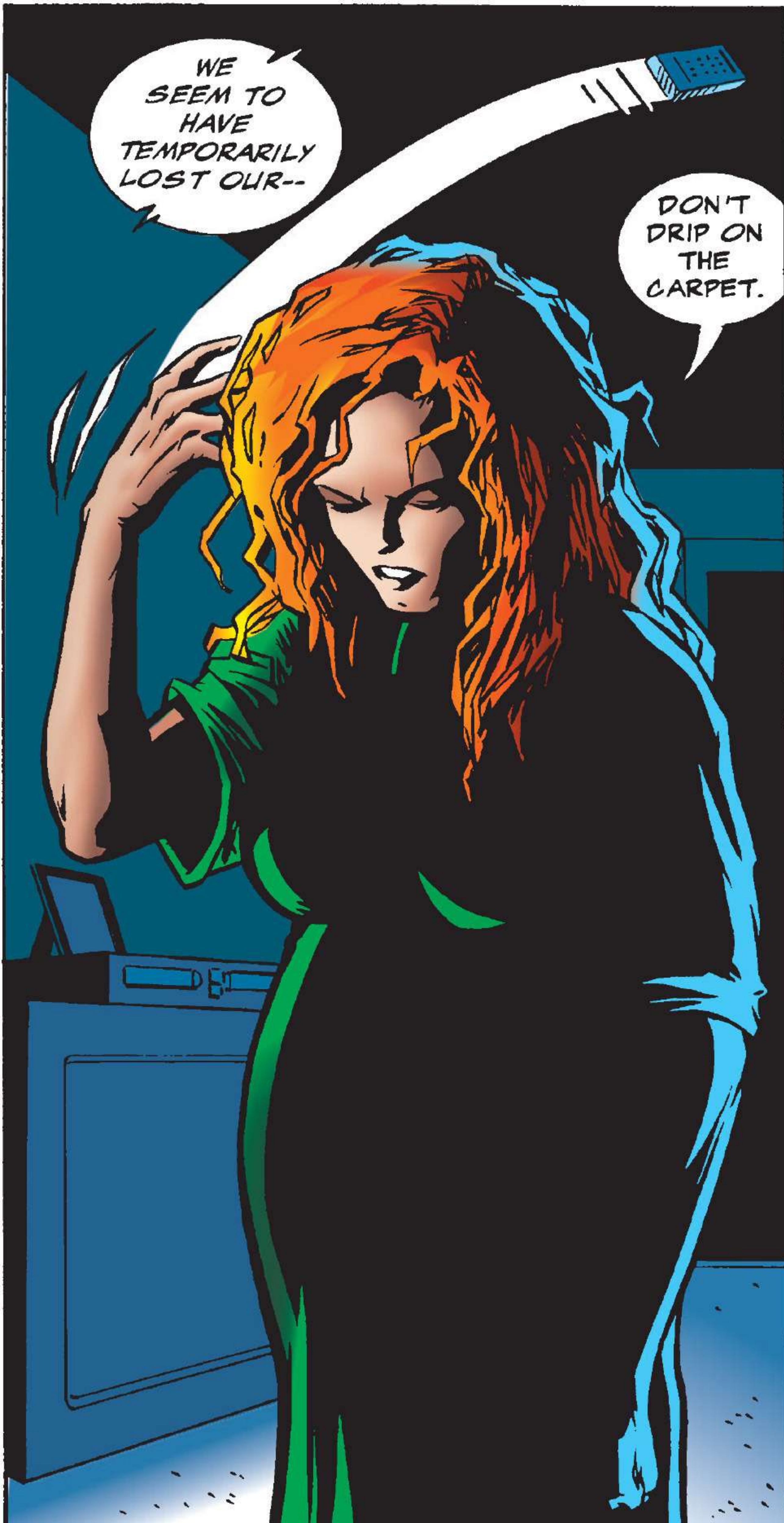
BUT--



--mmph--

--HEY--

SHZZZZZZZZZZ



WE SEEM TO HAVE TEMPORARILY LOST OUR--

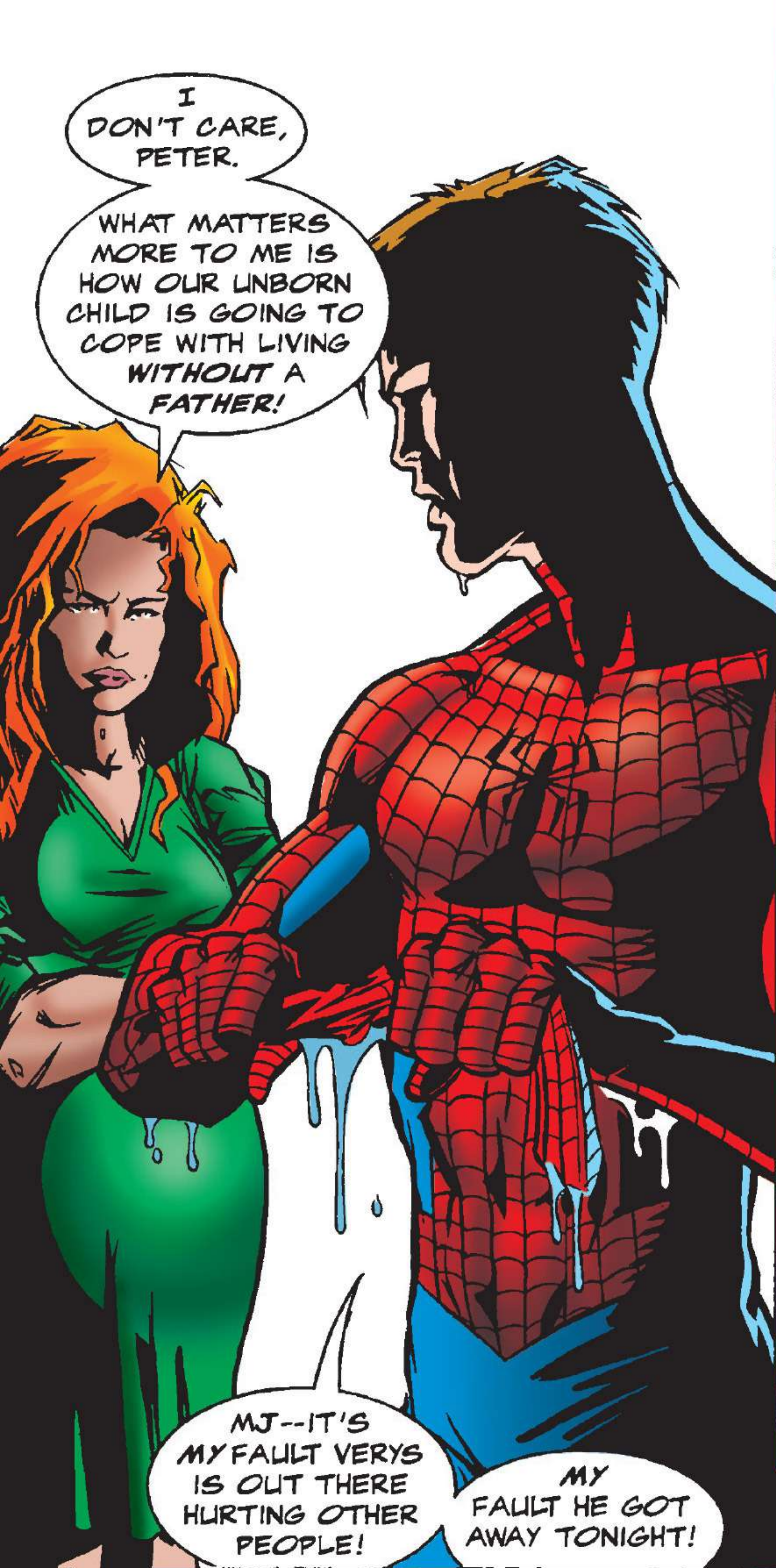
DON'T DRIP ON THE CARPET.



I HAD HIM IN MY HANDS, MJ!

THEN-- HE JUST WASN'T THERE ANYMORE!

HOW AM I SUPPOSED TO FIGHT SOMEONE WHO'S MADE OUT OF WEBS?



I DON'T CARE, PETER.

WHAT MATTERS MORE TO ME IS HOW OUR UNBORN CHILD IS GOING TO COPE WITH LIVING WITHOUT A FATHER!

MJ--IT'S MY FAULT VERY IS OUT THERE HURTING OTHER PEOPLE!

MY FAULT HE GOT AWAY TONIGHT!



YEAH, I KNOW, PETER. **EVERYTHING** IS YOUR RESPONSIBILITY.

I USED TO LOVE THAT THE MOST ABOUT YOU.

NOW IT SOUNDS LIKE AN EASY EXCUSE TO AVOID YOUR **REAL** RESPONSIBILITY.



TO ME-- TO YOUR CHILD--AND MOST IMPORTANTLY --TO YOUR-SELF!

I'M NOT GOING TO GET KILLED! OUR CHILD WILL HAVE A FATHER!

OF COURSE IT WILL. ALWAYS.

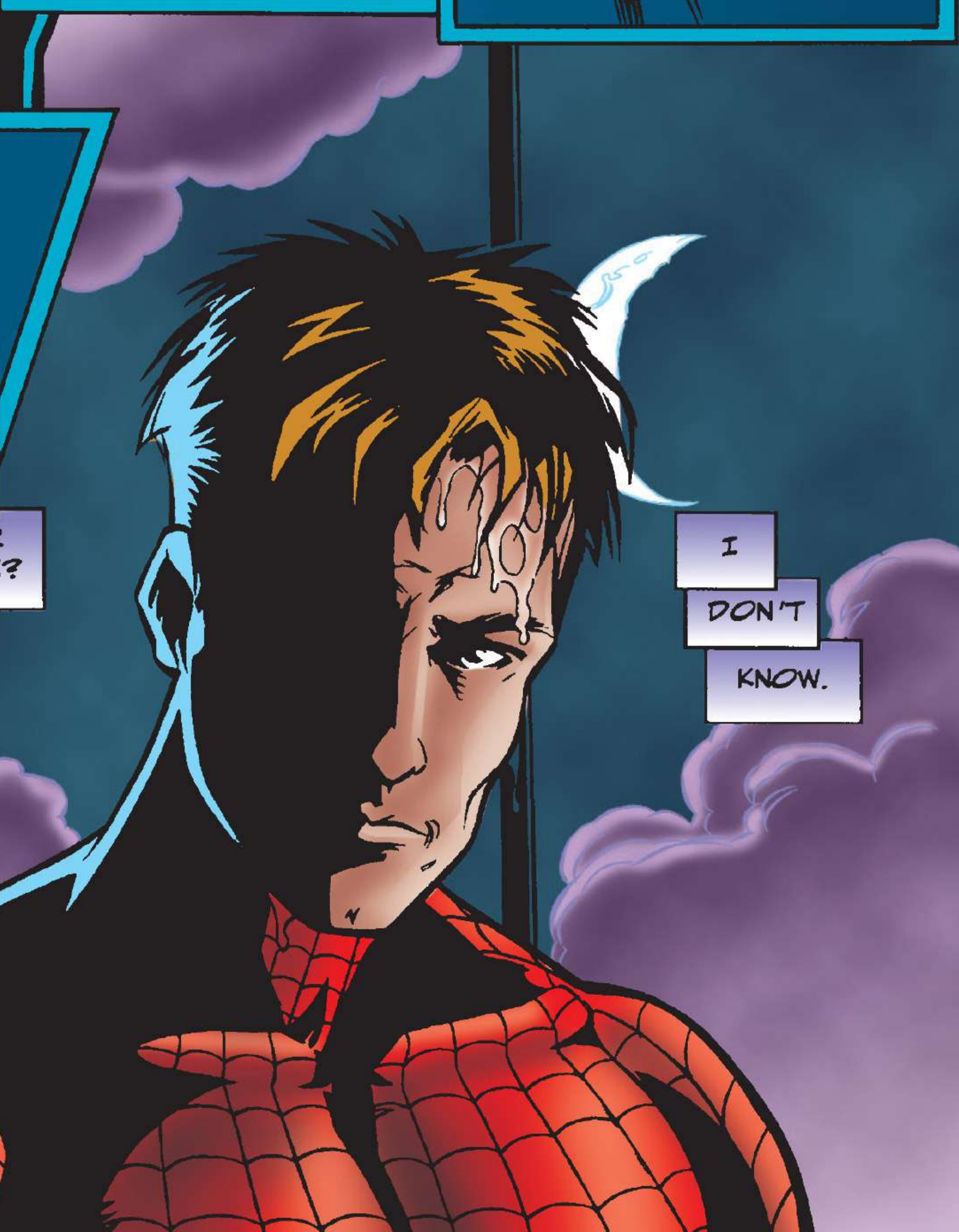


THAT DOESN'T NECESSARILY MEAN...

...IT'S GOING TO HAVE TWO PARENTS

SHE'S HAD ENOUGH. HOW FAR CAN I PUSH THIS?

HOW FAR SHOULD I?



I DON'T KNOW.

THE SECURITY CONTINGENT FROM GALANNAN PACKED UP AND LEFT--

--WITHOUT ANSWERING ANY OF OUR QUESTIONS.

IT WAS YOU, WASN'T IT, BILL?! WHY?!

YOU'RE NOT THE ONLY SMART PERSON HERE, CALVIN!

I KNEW THAT VERYS HAD BEEN ARRESTED FOR ARMED ROBBERY ON THE STEEL BRIDGE YEARS AGO!

BUT THEY WON'T BE ABLE TO AVOID THE QUESTIONS--

--WHICH WILL BE ASKED BY BOTH THE POLICE AND THE PEOPLE OF PORTLAND!

WHEN PEOPLE STARTED TO DISAPPEAR IN THAT AREA, I PUT TWO AND TWO TOGETHER AND TIPPED OFF A FRIEND AT KPTV.

YOU DIDN'T ANSWER MY QUESTION.

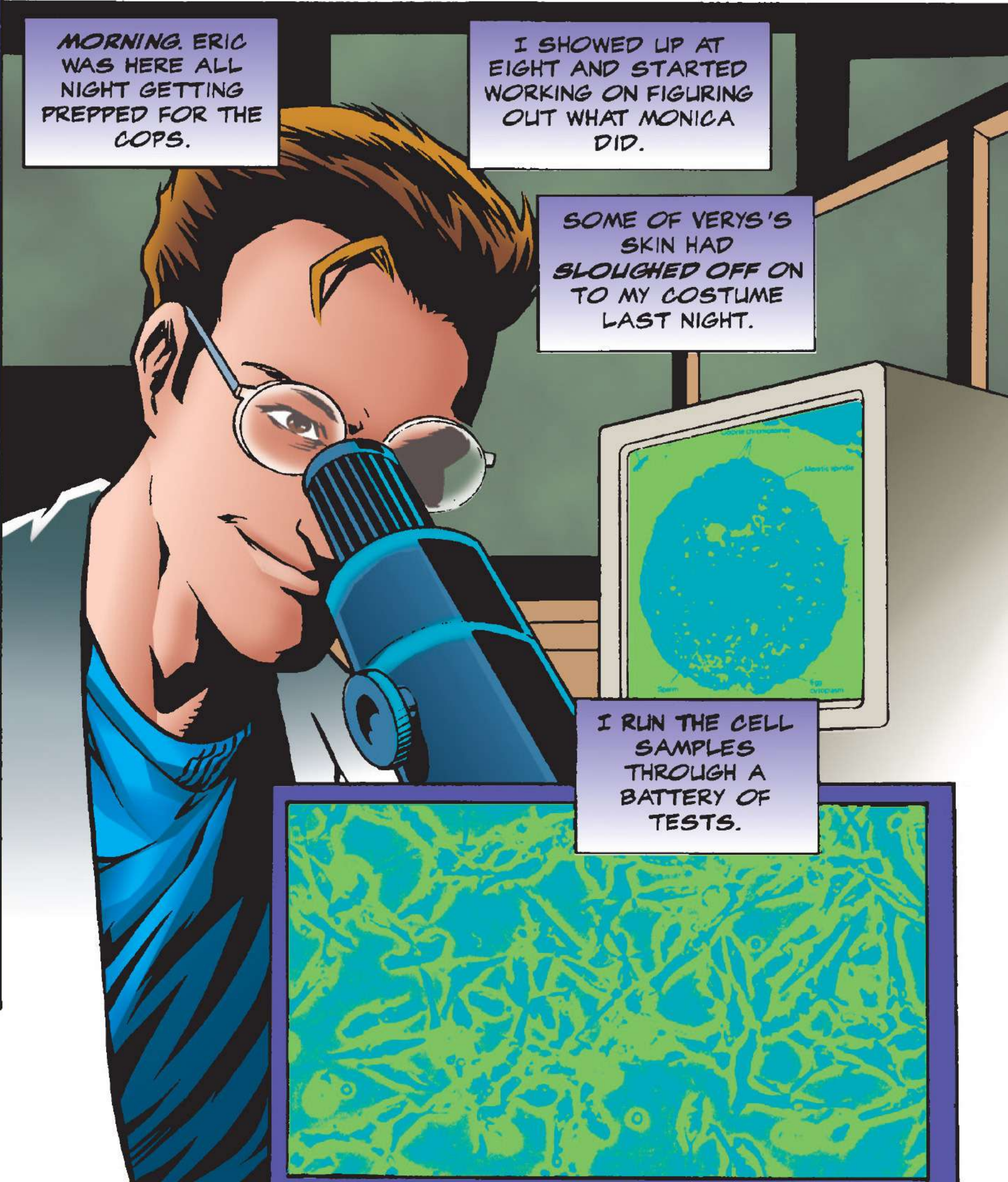
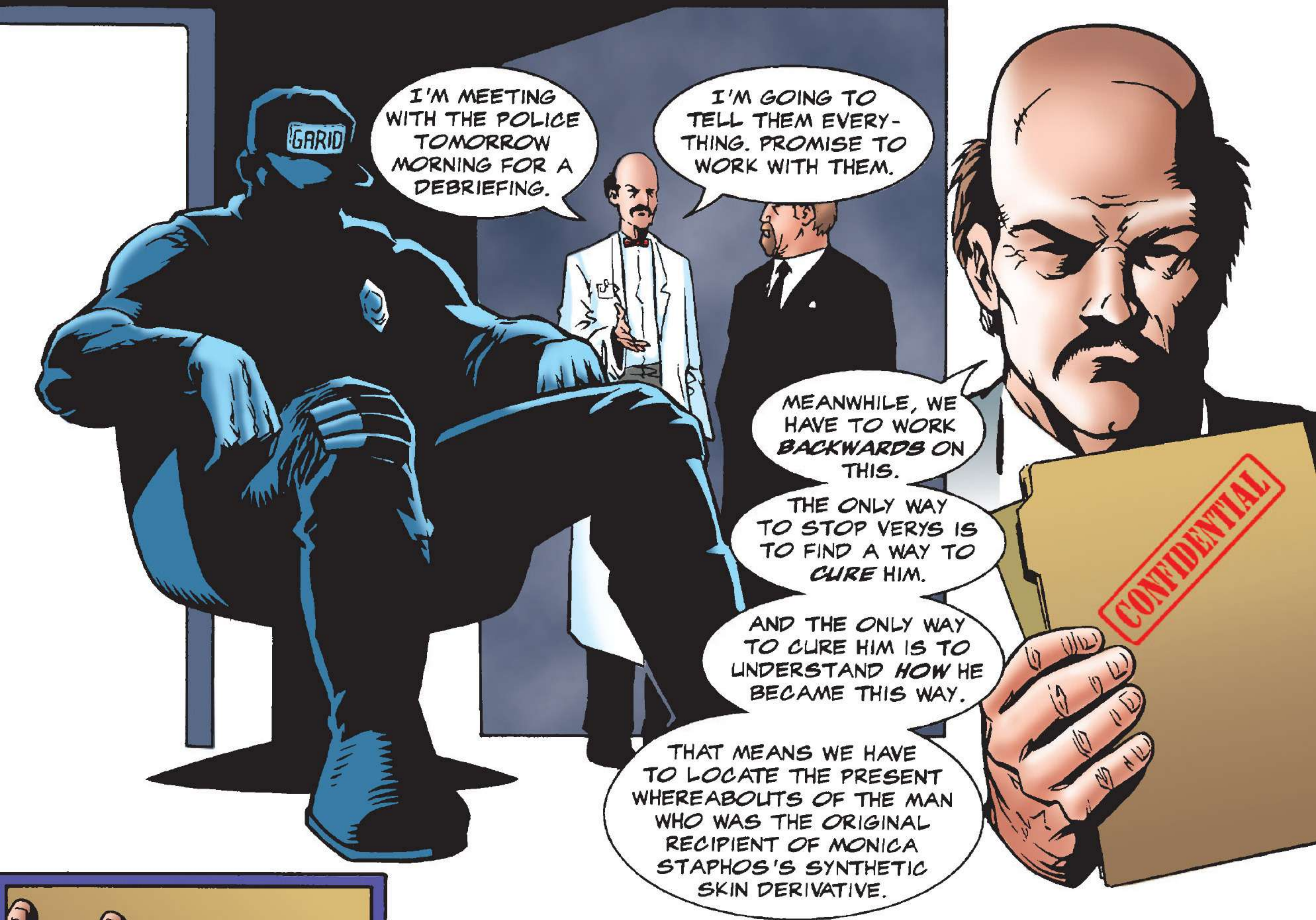
IF YOU HAD DONE YOUR JOB RIGHT, CAL, THE TV REPORT WOULD HAVE BEEN, "GARID CLEANS UP PORTLAND KILLER MESS!"

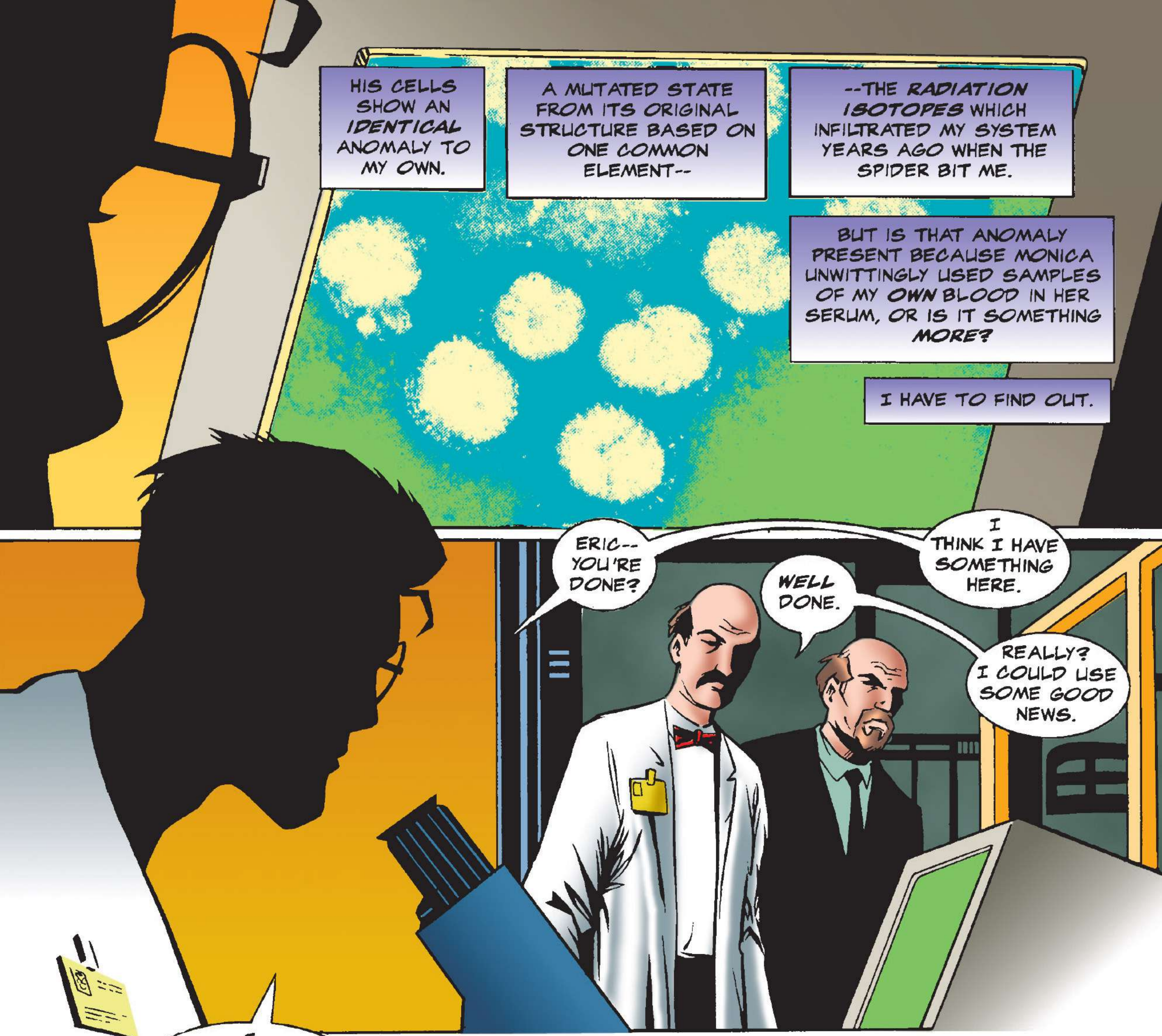
WE COULD HAVE DONE ANY SPIN DOCTORING WE NEEDED TO ABOUT THE FACT VERYS ORIGINALLY ESCAPED FROM THESE HALLS--

--BECAUSE WE WOULD HAVE BEEN HEROES FOR HAVING CAPTURED A MADMAN!

IF YOU HAD DONE YOUR JOB RIGHT, THAT IS...







HIS CELLS
SHOW AN
IDENTICAL
ANOMALY TO
MY OWN.

A MUTATED STATE
FROM ITS ORIGINAL
STRUCTURE BASED ON
ONE COMMON
ELEMENT--

--THE **RADIATION**
ISOTOPES WHICH
INFILTRATED MY SYSTEM
YEARS AGO WHEN THE
SPIDER BIT ME.

BUT IS THAT ANOMALY
PRESENT BECAUSE MONICA
UNWITTINGLY USED SAMPLES
OF MY **OWN BLOOD** IN HER
SERUM, OR IS IT SOMETHING
MORE?

I HAVE TO FIND OUT.

ERIC--
YOU'RE
DONE?

WELL
DONE.

I
THINK I HAVE
SOMETHING
HERE.

REALLY?
I COULD USE
SOME GOOD
NEWS.

I
NEED TO VERIFY
MY FINDINGS--I NEED
TO KNOW HOW
MONICA'S SERUM WAS
SYNTHESIZED.

SIMPLE. SHE
USED THE **ISOTOPE**
GENOME
ACCELERATOR.

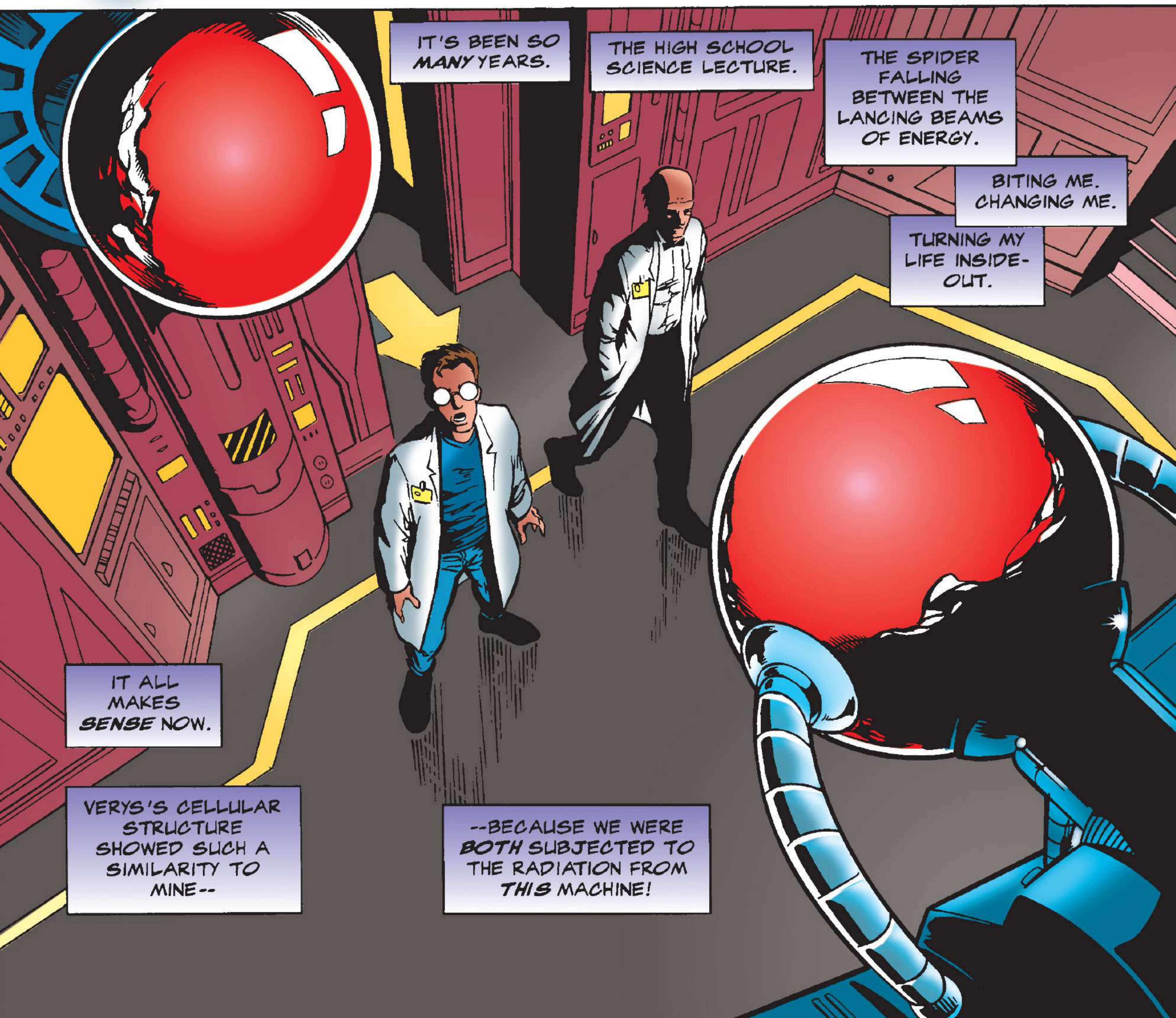
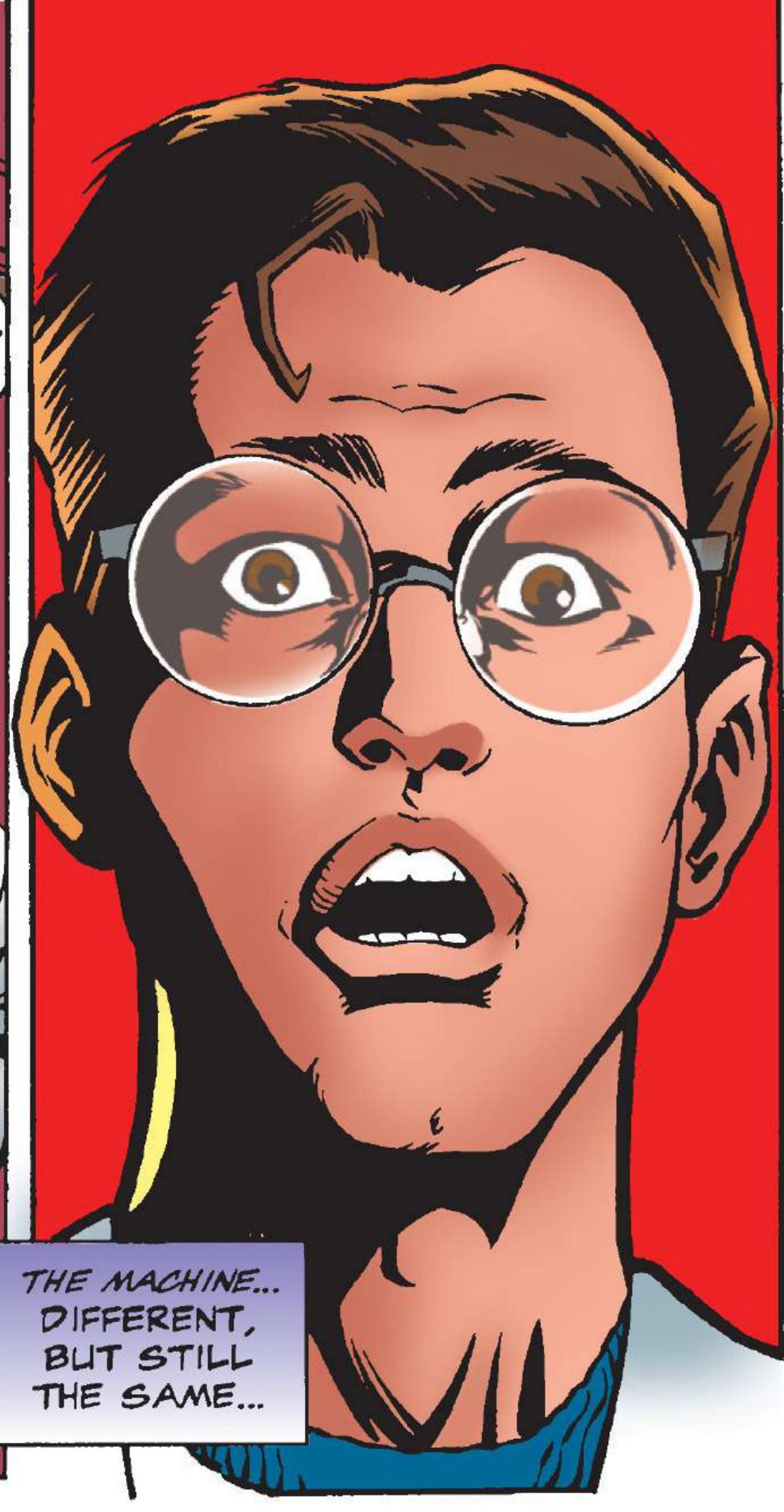
IS THAT LIKE, ANOTHER
TOP-SECRET PART OF
THE COMPANY--LIKE
BLOCK SIX WAS?

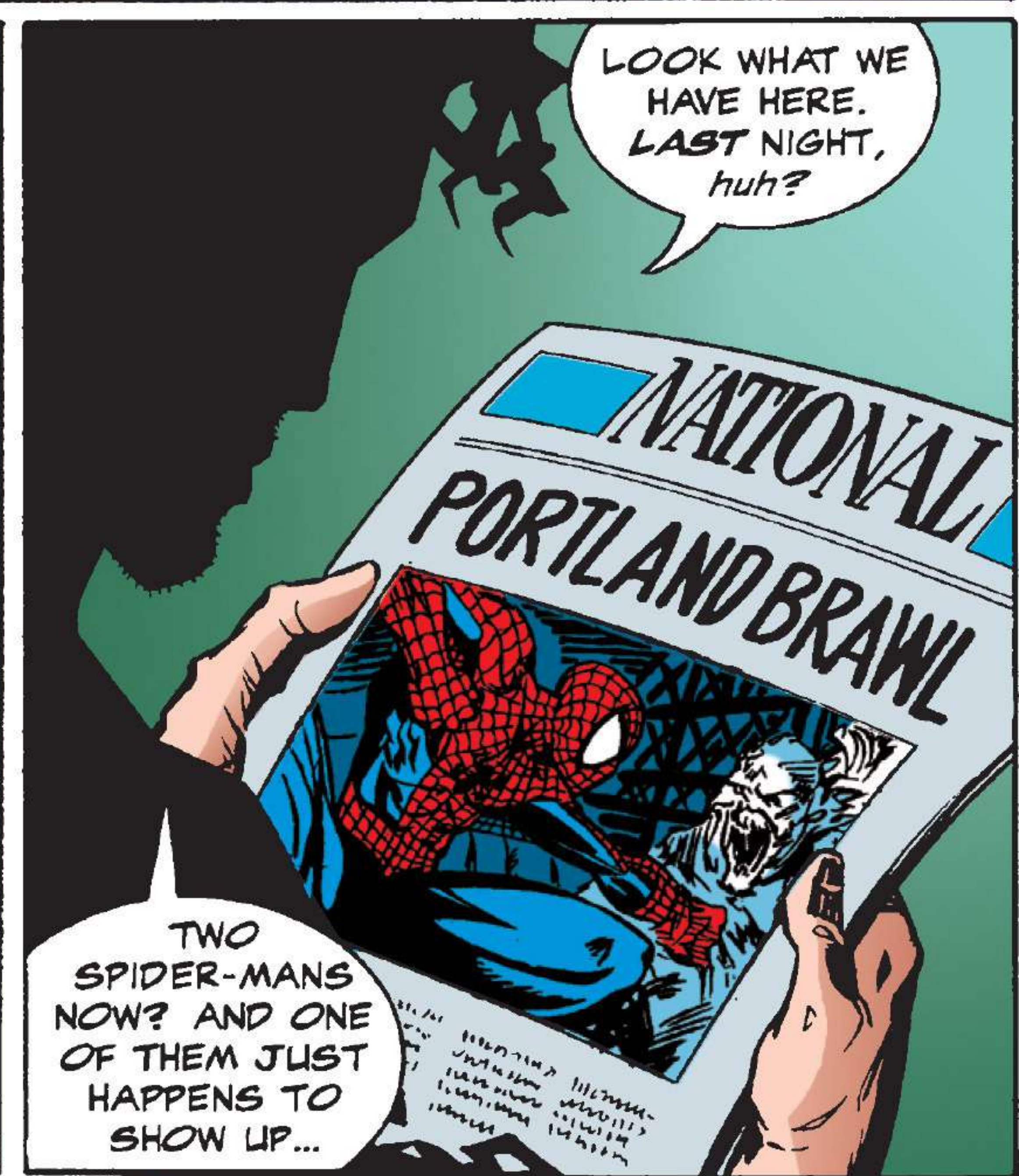
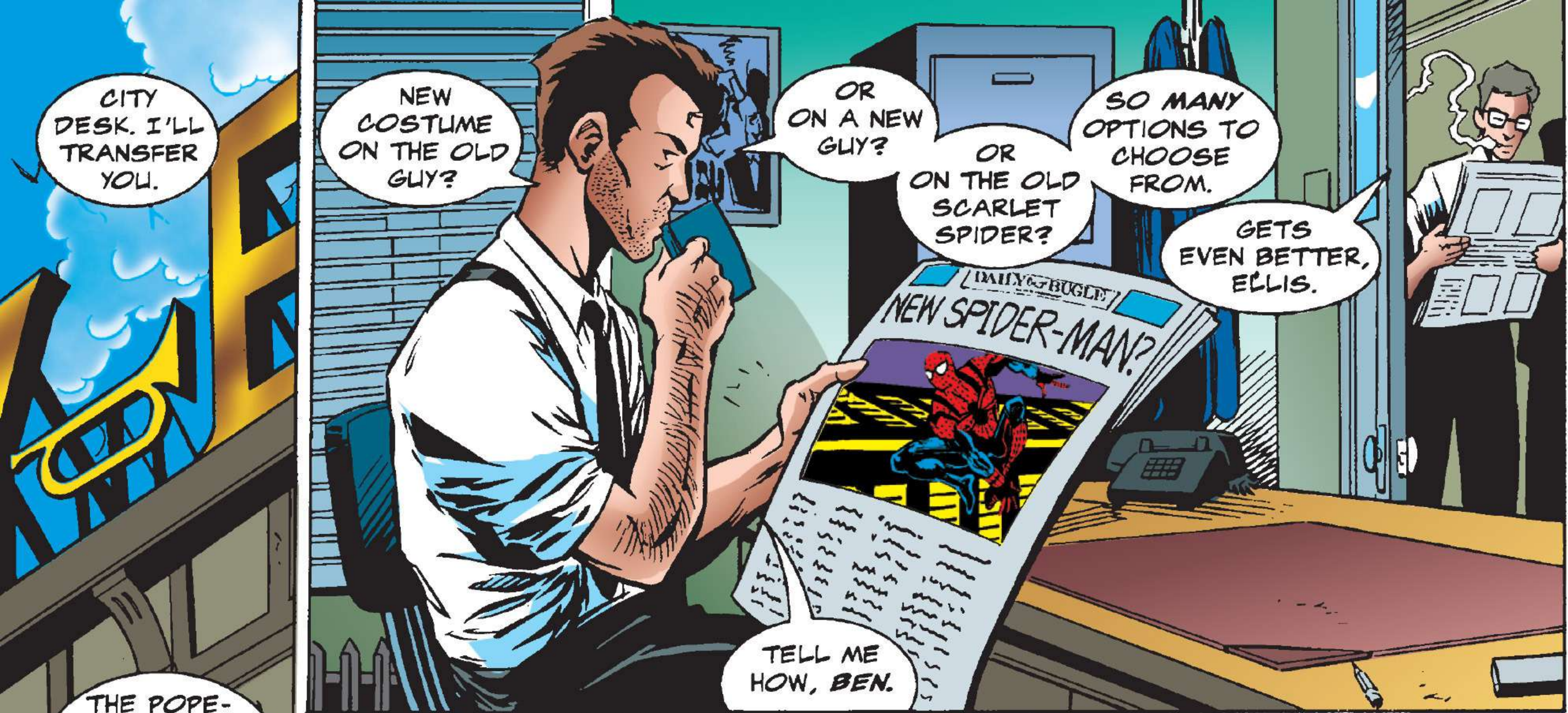
~ sigh ~

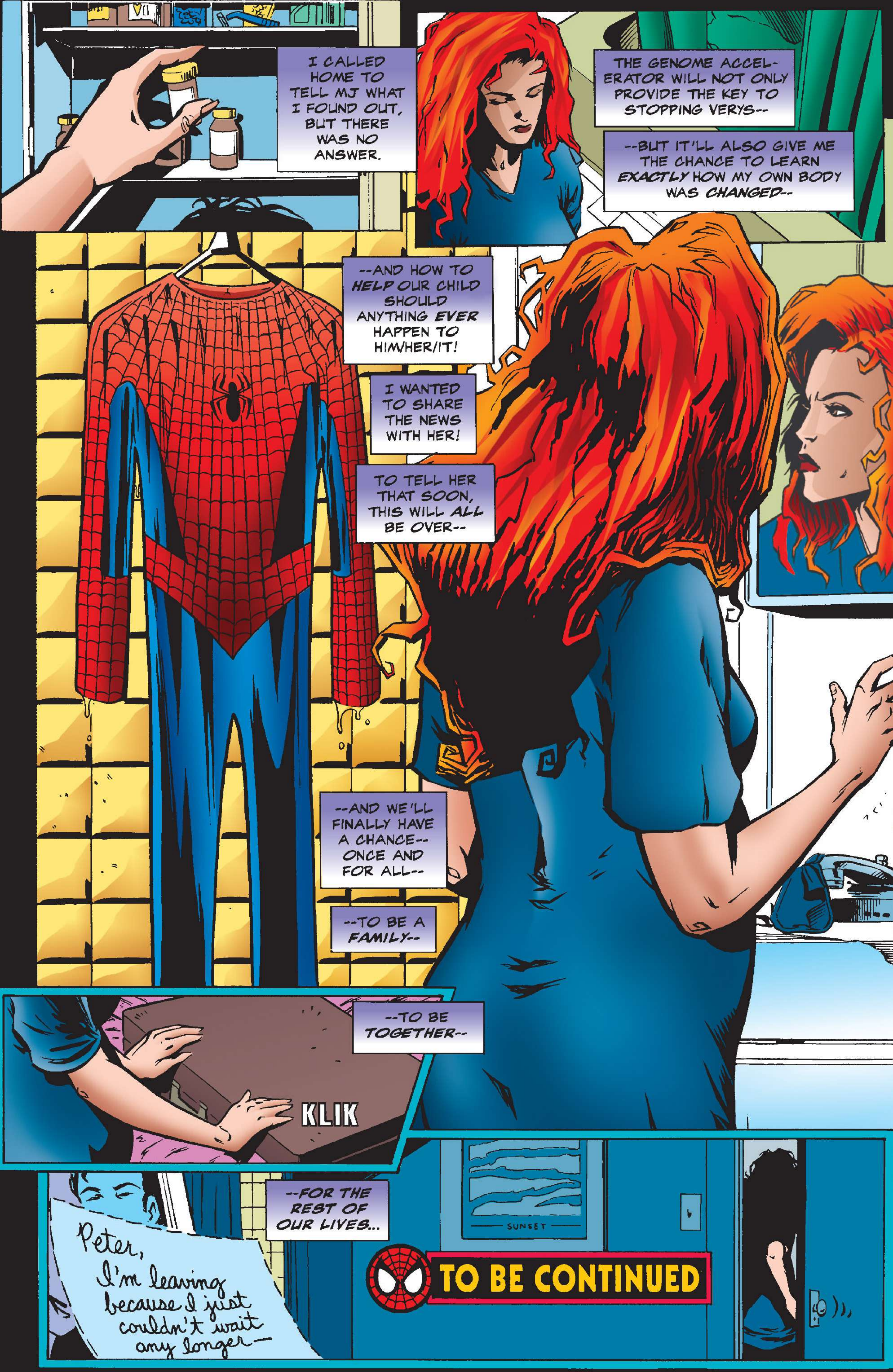
COME
WITH ME,
PETER.

AND
OFFICIALLY,
YOU'RE NOT
SEEING
ANYTHING
RIGHT NOW.

BLIND
AS A BAT,
ERIC.







I CALLED HOME TO TELL MJ WHAT I FOUND OUT, BUT THERE WAS NO ANSWER.

THE GENOME ACCELERATOR WILL NOT ONLY PROVIDE THE KEY TO STOPPING VERYS--

--BUT IT'LL ALSO GIVE ME THE CHANCE TO LEARN EXACTLY HOW MY OWN BODY WAS CHANGED--

--AND HOW TO HELP OUR CHILD SHOULD ANYTHING EVER HAPPEN TO HIM/HER/IT!

I WANTED TO SHARE THE NEWS WITH HER!

TO TELL HER THAT SOON, THIS WILL ALL BE OVER--

--AND WE'LL FINALLY HAVE A CHANCE-- ONCE AND FOR ALL--

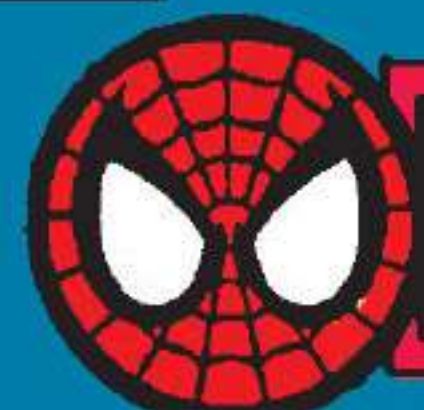
--TO BE A FAMILY--

--TO BE TOGETHER--

KLIK

--FOR THE REST OF OUR LIVES...

Peter,
I'm leaving
because I just
couldn't wait
any longer--



TO BE CONTINUED

NEXT ISSUE!

As Peter grows more obsessed about bringing Tendril to justice, *Mary Jane*, leaves town! Has the spectre of the wall-crawler cost him his marriage? Meanwhile, *Ken Ellis*, ever-resourceful reporter for the *Daily Bugle*, continues an investigation that can only lead to the discovery that Peter Parker is Spider-Man! And Peter himself learns that sometimes the best weapon to use against a monster... is another monster!

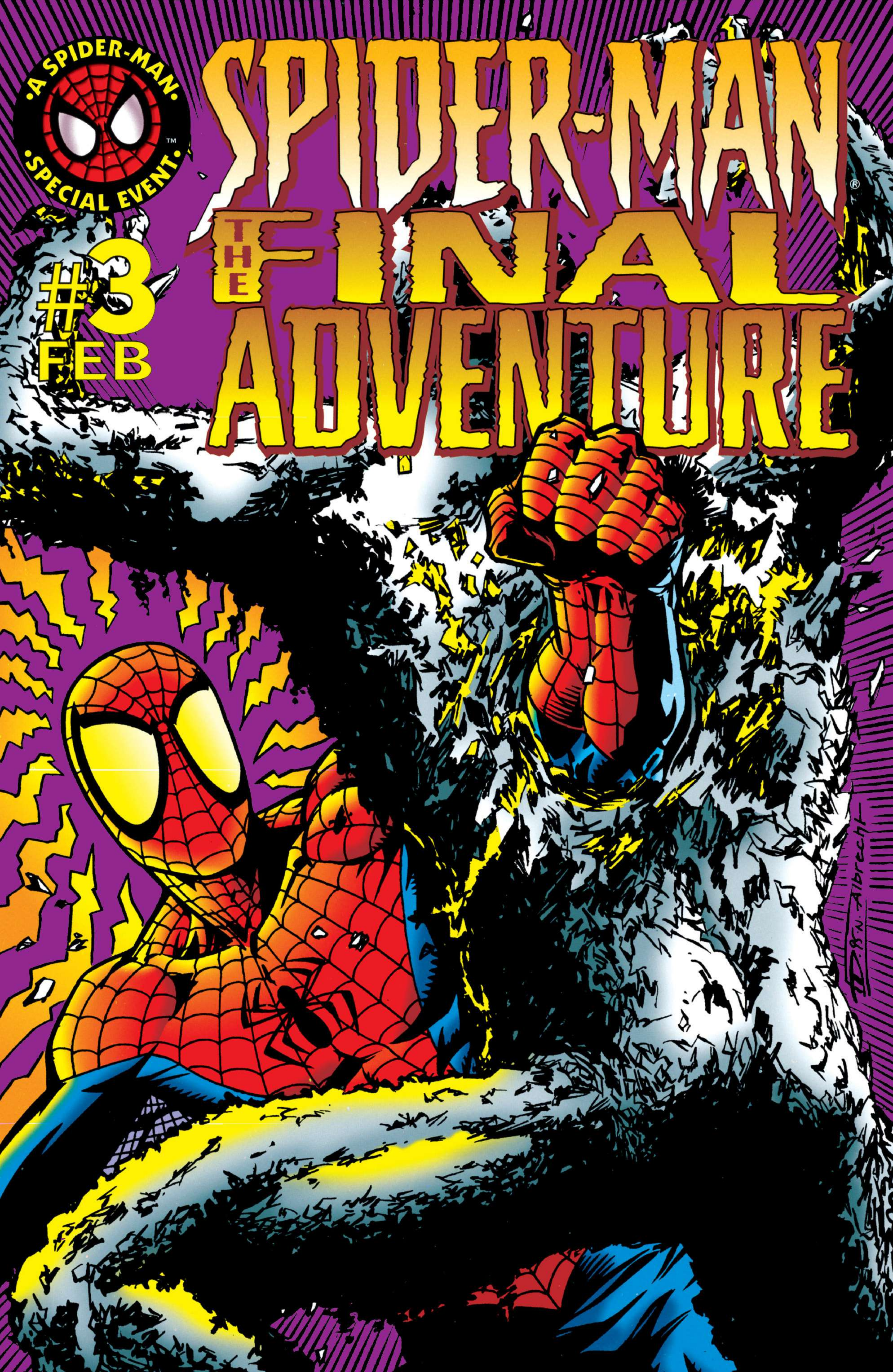




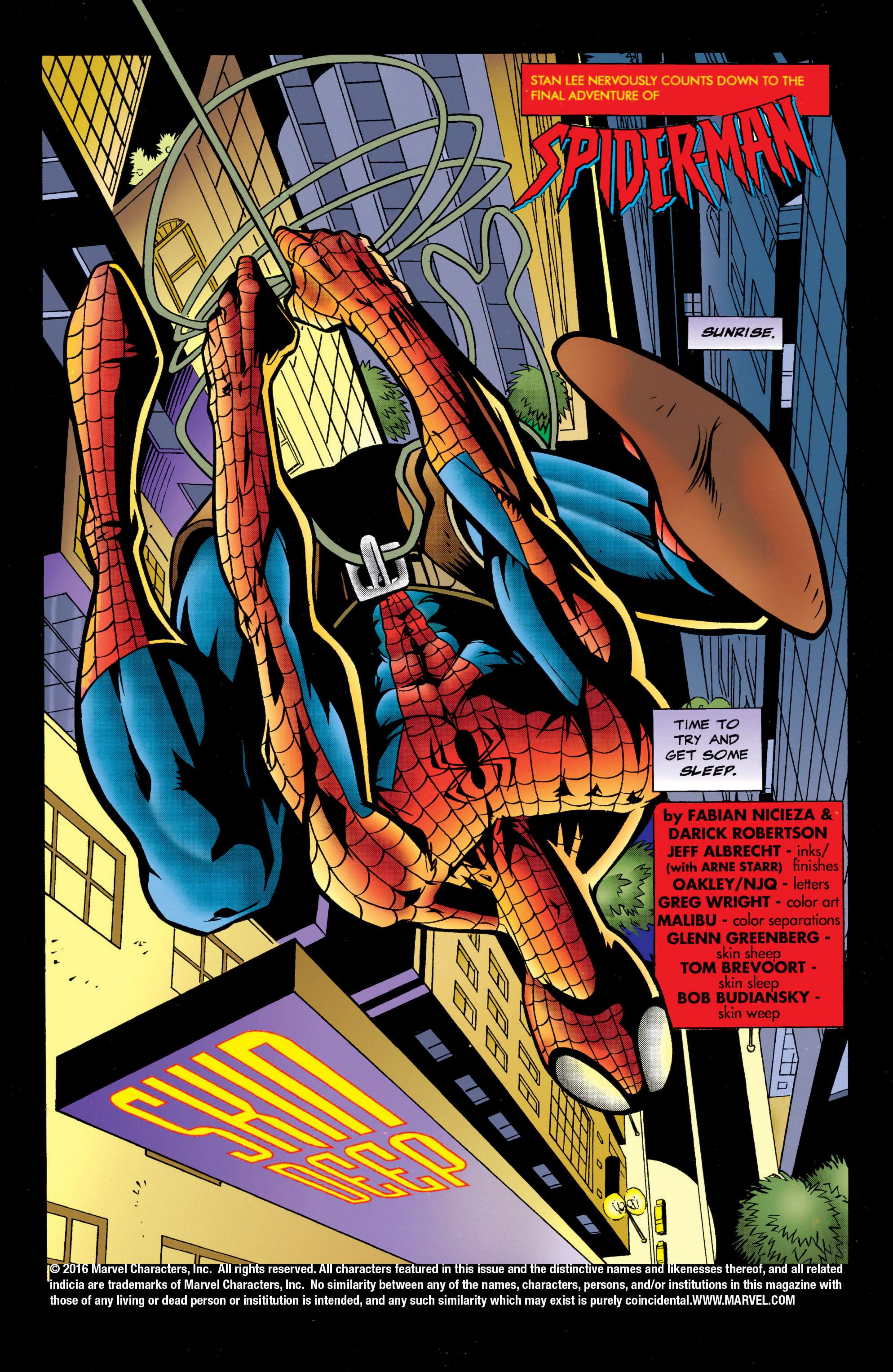


#3
FEB

SPIDER-MAN THE FINAL ADVENTURE



D. B. W. Albrecht

A dramatic comic book illustration showing Spider-Man in his iconic red and blue suit, suspended in the air. He is being crushed by a massive, brown, giant hand that looms over him from the right. Spider-Man's eyes are squeezed shut, and his body is being compressed. Green webbing is visible in the background, suggesting he has been shot from above. The setting is a city street with buildings and a yellow sign with red lettering that reads "STREET" (partially visible).

STAN LEE NERVOUSLY COUNTS DOWN TO THE
FINAL ADVENTURE OF

SPIDER-MAN

SUNRISE.

TIME TO
TRY AND
GET SOME
SLEEP.

by **FABIAN NICIEZA &
DARICK ROBERTSON**
JEFF ALBRECHT - inks/
(with **ARNE STARR**) finishes
OAKLEY/NJQ - letters
GREG WRIGHT - color art
MALIBU - color separations
GLENN GREENBERG -
skin sheep
TOM BREVOORT -
skin sleep
BOB BUDIANSKY -
skin weep



SPENT ALL NIGHT
SEARCHING FOR
A MURDERER
CALLED TENDRIL.



A MADMAN...
ON THE
LOOSE...ALL
BECAUSE OF
ME.

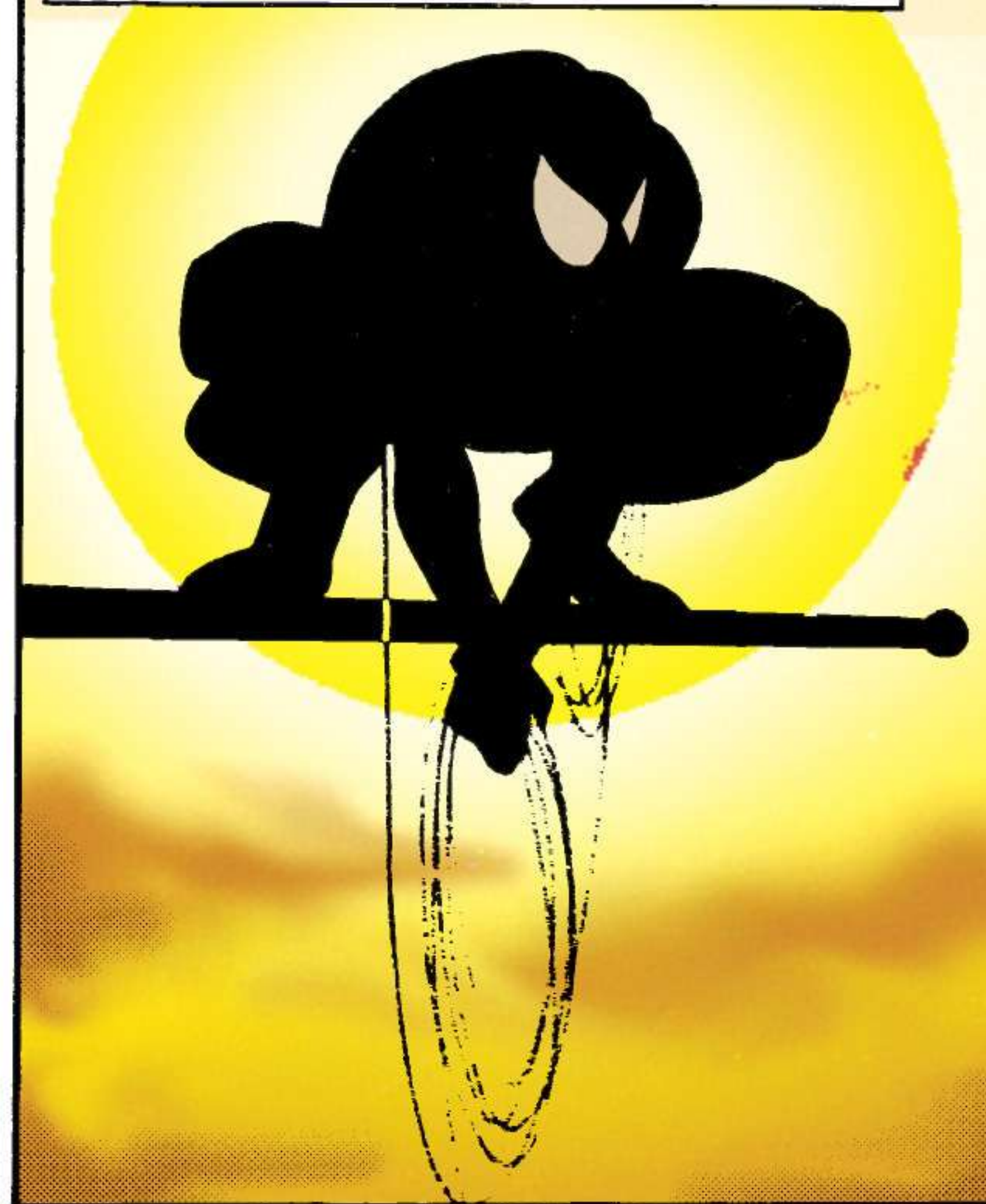
BECAUSE
PETER PARKER
GOT A JOB.

A NEW LIFE
FOR HIM AND
HIS WIFE IN
PORTLAND.

A FRESH START
WITH A *BABY* ON
THE WAY.

I TRIED TO DO
THE *RIGHT* THING.

BY GETTING A STAFF
POSITION AT THE RESEARCH
FACILITY WHICH WAS
ORIGINALLY RESPONSIBLE
FOR CREATING *SPIDER-MAN*--



--I
THOUGHT I
COULD
LEARN
MORE
ABOUT
WHAT MADE
ME TICK--

A BULLDOG
SCIENTIST
IMPROPERLY USING
MY RESEARCH--MY
BLOOD--TO TREAT
HER PATIENT.

AND THAT
PATIENT
ESCAPES TO
TERRORIZE
THE CITY.

FORCING ME TO
RENEGE ON A
PROMISE I'D
MADE TO MARY
JANE.

"PETER, I'M
LEAVING
BECAUSE I
COULDN'T WAIT
ANY LONGER..."

FORCING ME TO
PUT ON THE
COSTUME AGAIN.

FORCING HER
TO LEAVE ME.

--SO THAT
I'D BE
PREPARED
FOR ANY
UNEXPECTED
CONTINGEN-
CIES WHICH
MIGHT
AFFECT OUR
BABY.

LOOK WHAT
I GET FOR
ALL MY
EFFORTS.

I TRIED
TO DO
THE
RIGHT
THING.

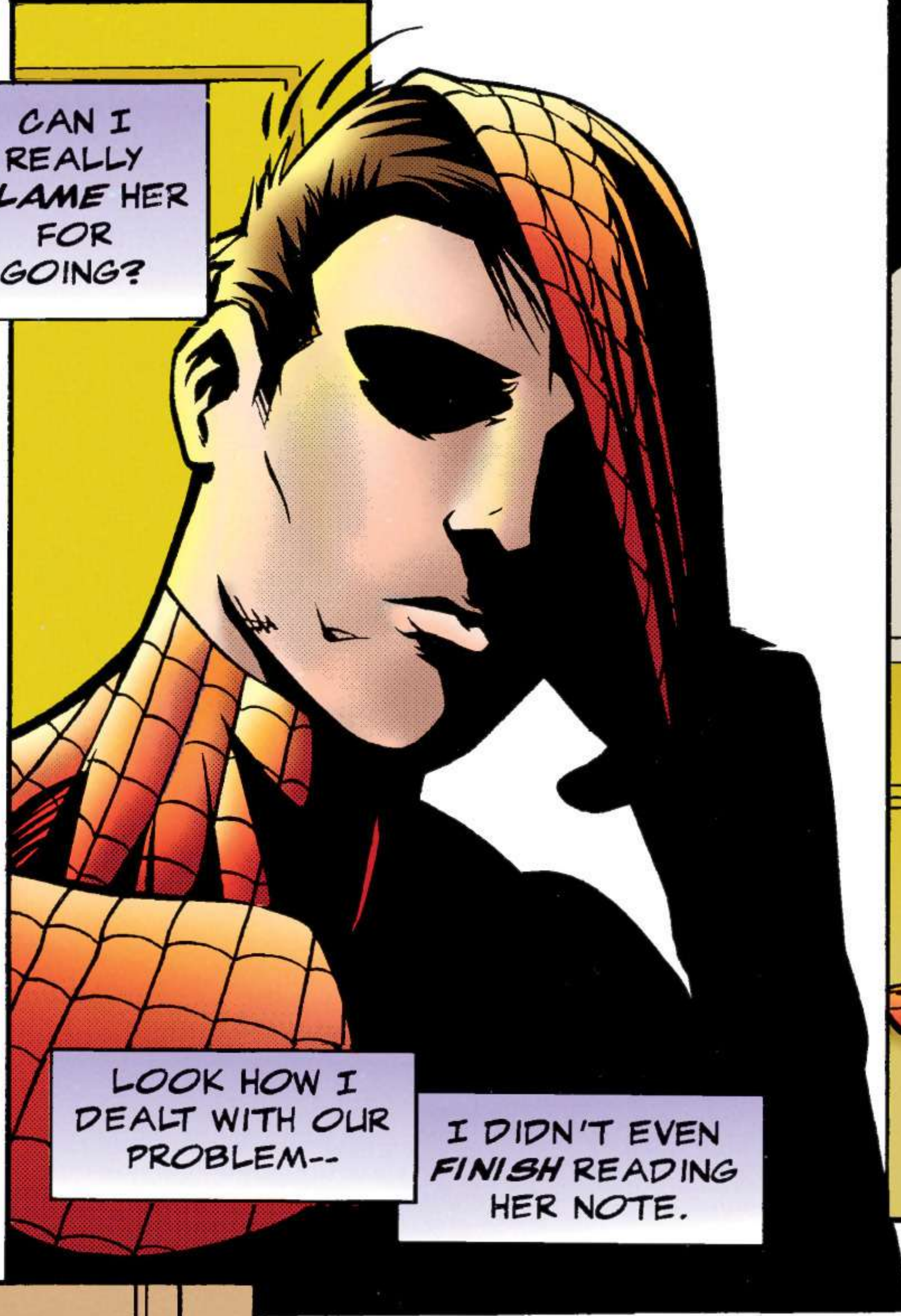


Peter,
I'm leaving
because I just
didn't wait
see--



"PETER, I'M LEAVING BECAUSE I COULDN'T WAIT ANY LONGER..."

CAN I REALLY BLAME HER FOR GOING?



LOOK HOW I DEALT WITH OUR PROBLEM--

I DIDN'T EVEN FINISH READING HER NOTE.



TOSSED IT ASIDE IN ANGER--

--PUT THE COSTUME ON AND SPENT ALL NIGHT BUILDING-HOPPING!

ANSWERING MACHINE LIGHT IS ON.

"PETER, I'M LEAVING BECAUSE I COULDN'T WAIT ANY LONGER..."

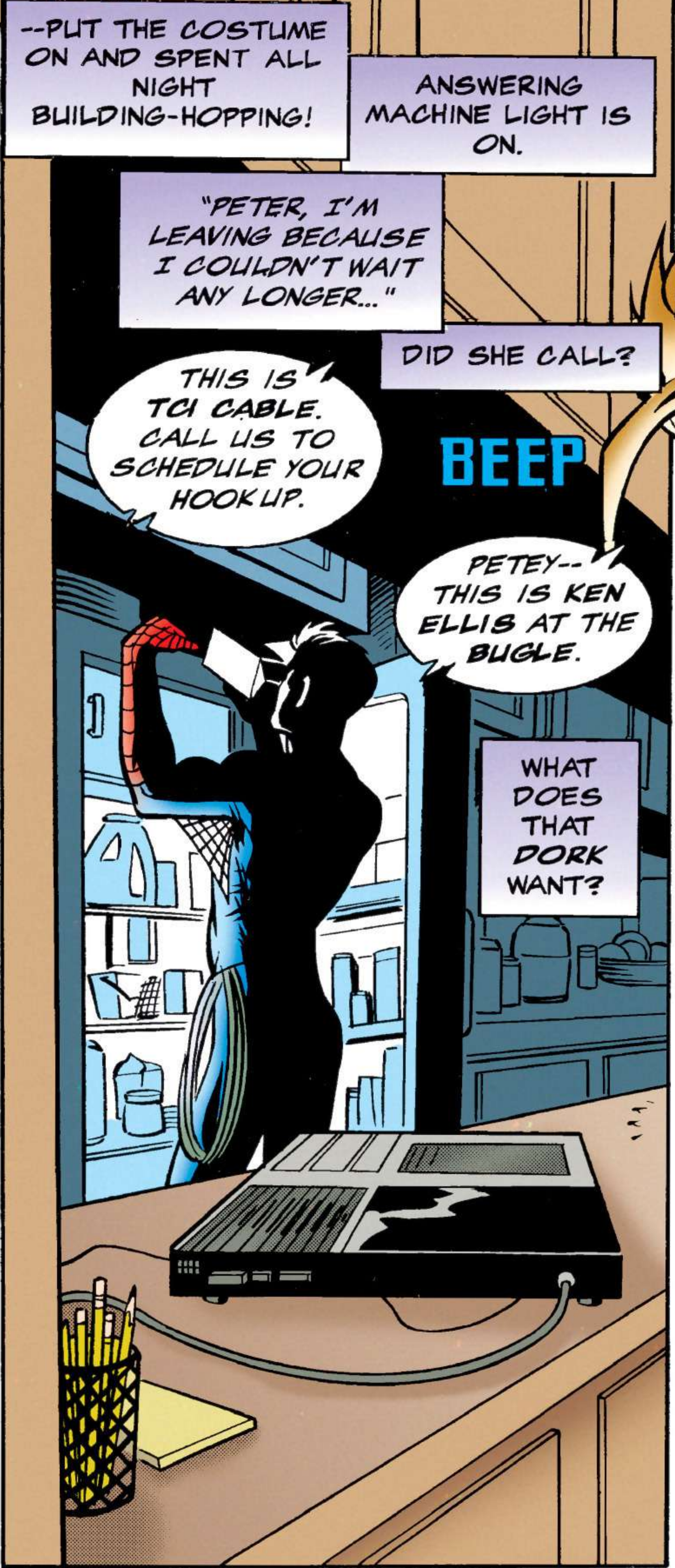
DID SHE CALL?

THIS IS TCI CABLE. CALL US TO SCHEDULE YOUR HOOKUP.

BEEP

PETEEY-- THIS IS KEN ELLIS AT THE BUGLE.

WHAT DOES THAT DORK WANT?



GIMME A BUZZ BACK-- NEED TO PICK YOUR BRAIN FOR A STORY I'M COOKING.

BEEP

PARKER, IT'S FALCONER.

CALVIN--? OH NO--I FORGOT--

YOU'RE LATE.

I WAS SUPPOSED TO MEET HIM AT 7:00!

WE HAVE A FOUR-HOUR DRIVE AHEAD OF US!





HE'S
GOING TO
KILL ME

IN ORDER TO
FIND A WAY TO
STOP
TENDRIL--
RIVER VERYS--
WE FIRST HAVE
TO FIND A WAY
TO CURE HIM.

TWO YEARS
BEFORE THE
LATE, NOT-
MISSED DR.
MONICA
STAPHOS
PLAYED GOD
WITH VERYS--

--SHE HAD
TREATED A MAN
NAMED PAUL
CONTONI WITH
A MORE
PRIMITIVE
VERSION OF HER
SYNTHETIC SKIN
DERIVATIVE.



HE LIVES DEEP
IN THE WOODS
NORTH OF THE
CITY.

CAL AND I HAVE TO
SEE HIM--SEE IF
HE'LL HELP US--LET
US EXAMINE HIM--
TO FIND A CURE
FOR VERYS.

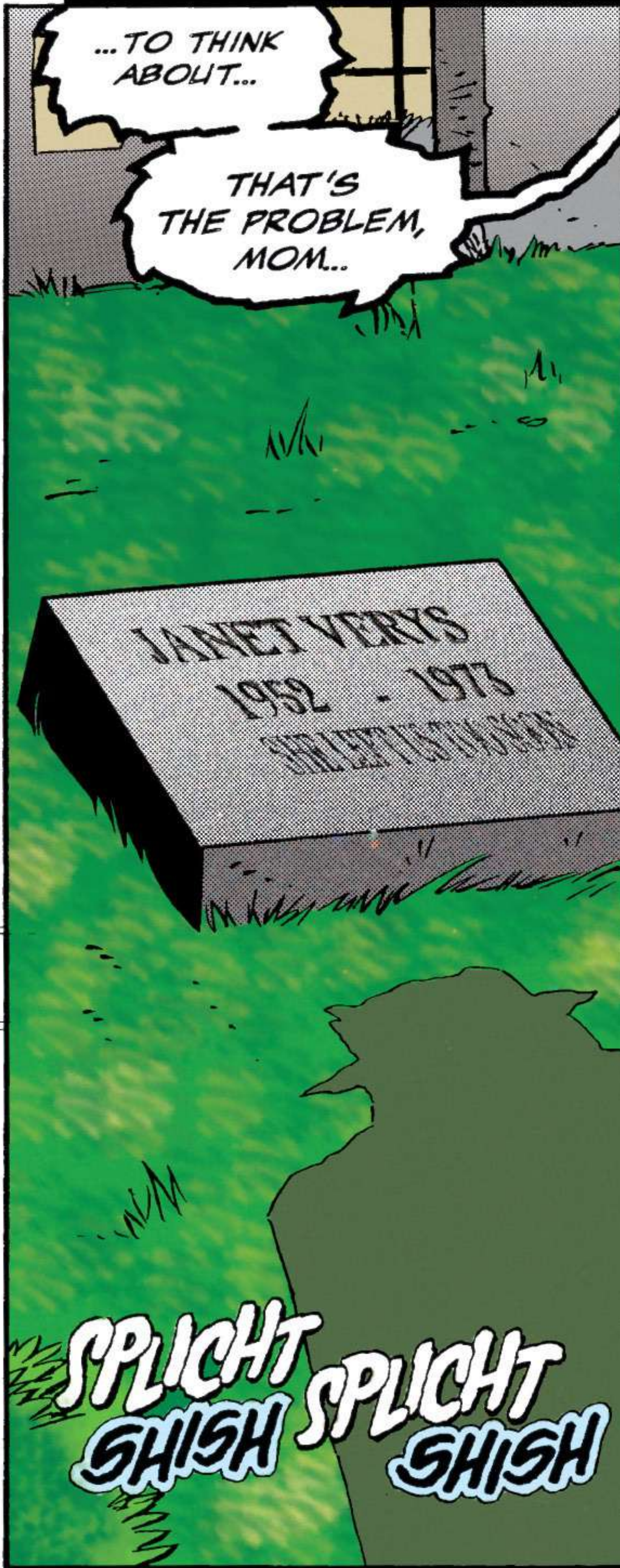
TRAFFIC IS LIGHT.
CITY'S YEARS AWAY
FROM BEING LIKE
THE BIG APPLE.

GOOD,
PETER--
DAYDREAM.

TOO MUCH TO
THINK ABOUT
RIGHT NOW.



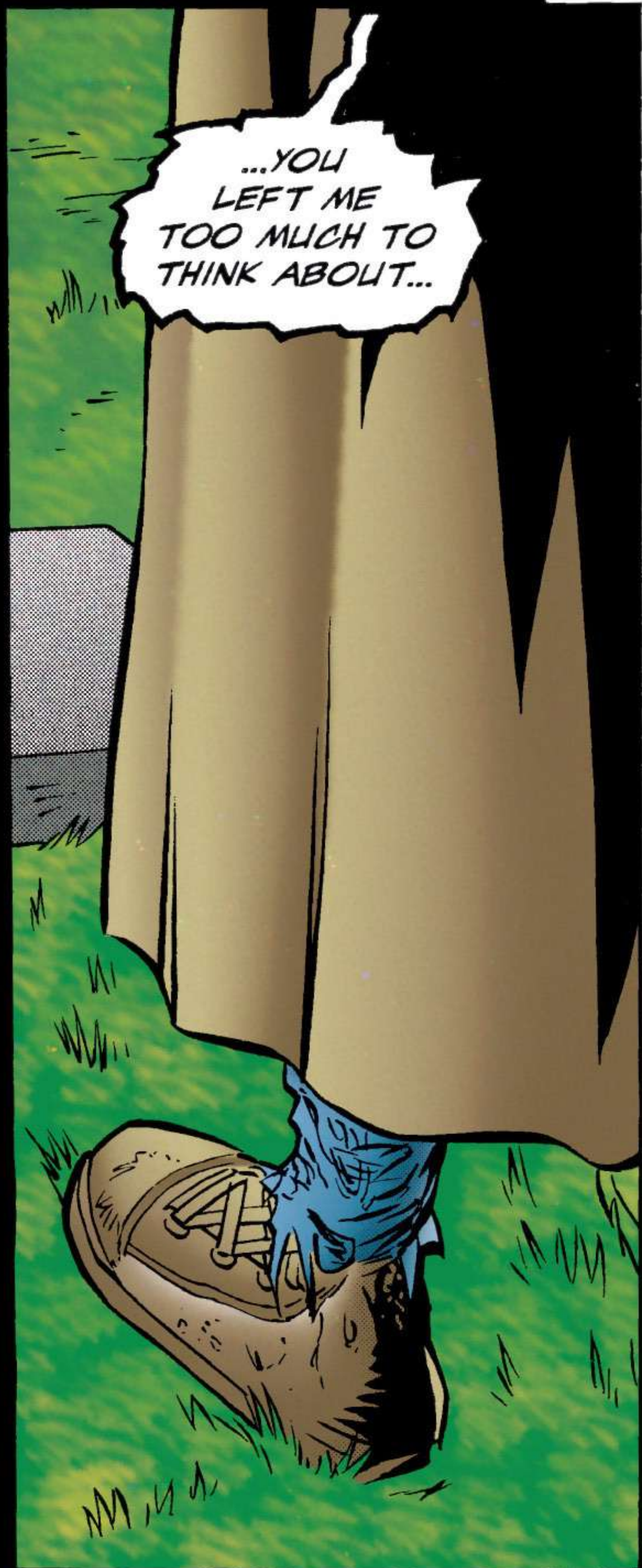
TOO
MUCH...



...TO THINK
ABOUT...

THAT'S
THE PROBLEM,
MOM...

SPLICT
SHISH SPLICT
SHISH



...YOU
LEFT ME
TOO MUCH TO
THINK ABOUT...

...ABOUT THE
WORLD AND
HOW...HOW...
WRONG IT IS.

I MEAN,
FACE IT, YOU
PULL A JANIS
JOPLIN WHEN
I'M ONLY TWO
YEARS OLD-

LEFT ME
CONFUSION...AND
DOUBT...

...SO WHAT
SHOULD I GIVE
BACK...?

ALL I
CAN LEAVE
YOU--AND THE
WORLD--IS A
LITTLE BIT OF
ME.

ANGER.
HATRED.
PAIN.

SLIT THROAT

JANET VET
1952
SEP 1971

'CAUSE
THAT'S ALL I
REALLY HAVE
LEFT TO
GIVE...

--SO THAT
DADDY CAN
RAISE ME?

HE'S SO
STRUNG OUT,
I'M IN AND OUT
OF FOSTER
HOMES MY WHOLE
LIFE...

YEAH...YOU
LEFT ME A LOT
TO THINK
ABOUT, MOM.



NEW YORK.
QUEENS.
THE HOME
OF THE
LATE MAY
PARKER.

BUZZZZZZ

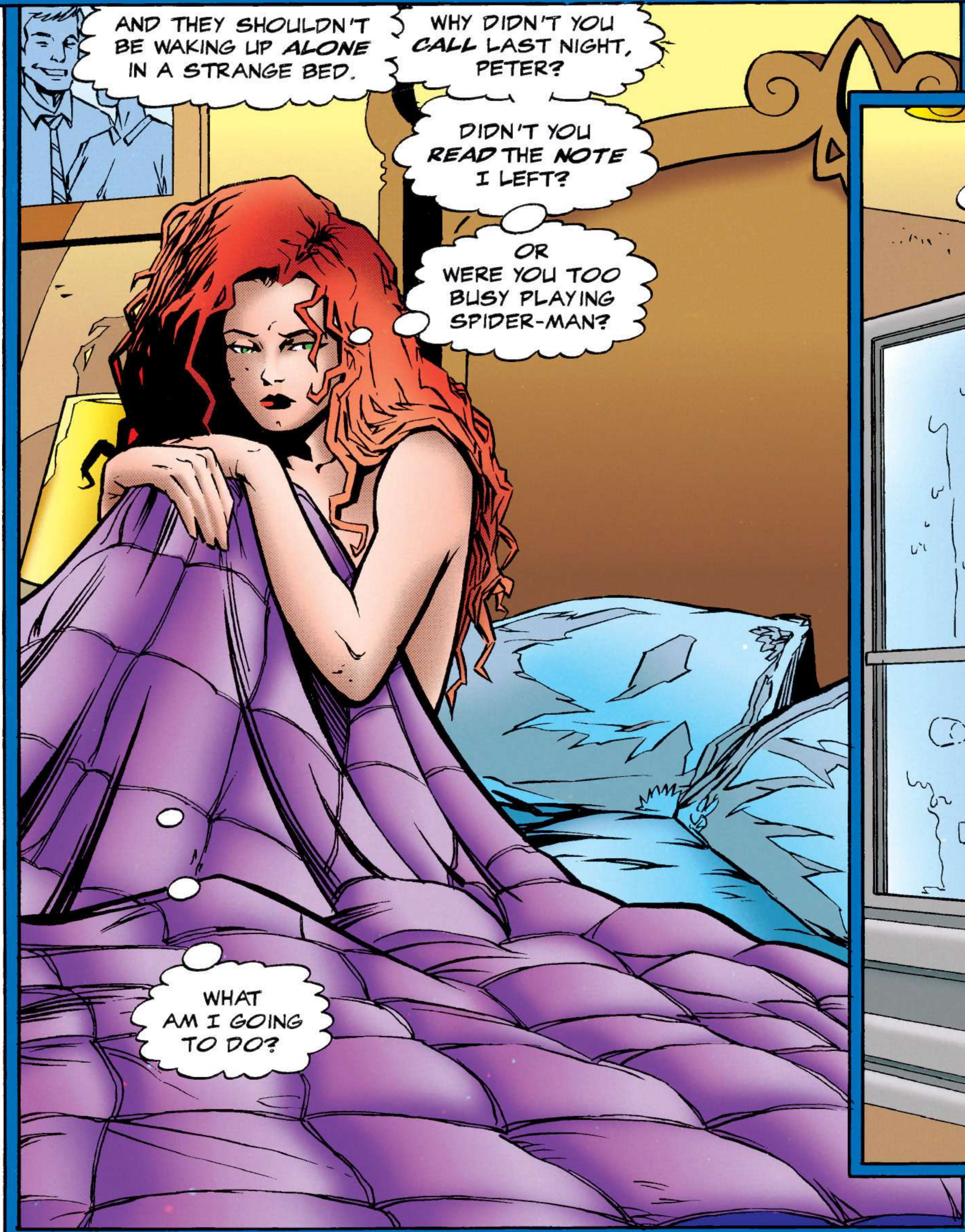


ZZZ CHIK

S'NOT EVEN
SEVEN-THIRTY
MY TIME YET...



PREGNANT
WOMEN SHOULD
NOT FLY ACROSS
THREE TIME
ZONES.



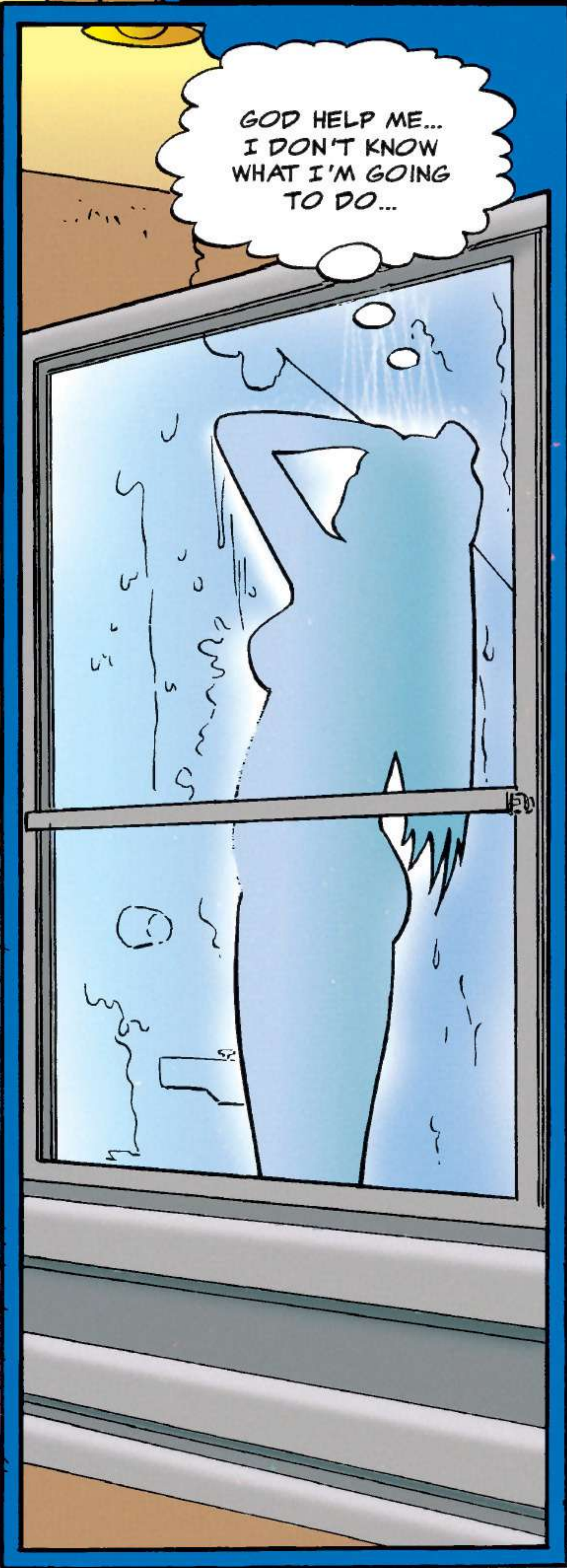
AND THEY SHOULDN'T
BE WAKING UP ALONE
IN A STRANGE BED.

WHY DIDN'T YOU
CALL LAST NIGHT,
PETER?

DIDN'T YOU
READ THE NOTE
I LEFT?

OR
WERE YOU TOO
BUSY PLAYING
SPIDER-MAN?

WHAT
AM I GOING
TO DO?



GOD HELP ME...
I DON'T KNOW
WHAT I'M GOING
TO DO...

MANHATTAN.

THE APART-
MENT OF
REPORTER
KEN ELLIS...

ELEVEN
IN THE
MORNING?!

OH,
MAN--I
OVER-
SLEPT.

SERVES YOU
RIGHT, SINCE
YOU DIDN'T GO
TO SLEEP TILL
FIVE IN THE
MORNING!

LEAST
YOU CAN
EXPECT...

...AFTER SPENDING
ALL NIGHT WATCHING
OLD **SPIDER-MAN**
TELEVISION
APPEARANCES!

WELL,
AT LEAST I
KNOW EVERY-
THING THAT
SPIDEY HAS
DONE.

NOW IT'S
TIME TO START
FINDING OUT
WHO HE'S DONE
THEM TO.

TIGHT-BUTT
EDITOR IN CHIEF **JOE**
ROBERTSON REFUSES
TO LET ME FLY TO
PORTLAND TO DIG AT
PARKER--

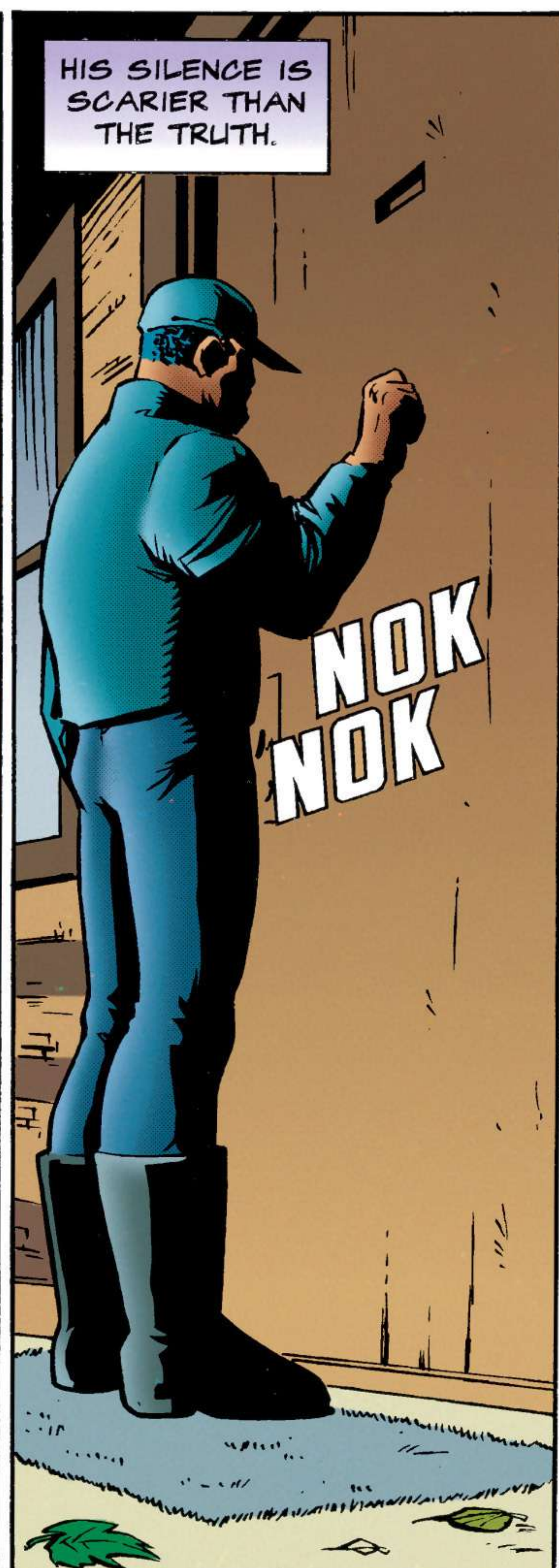
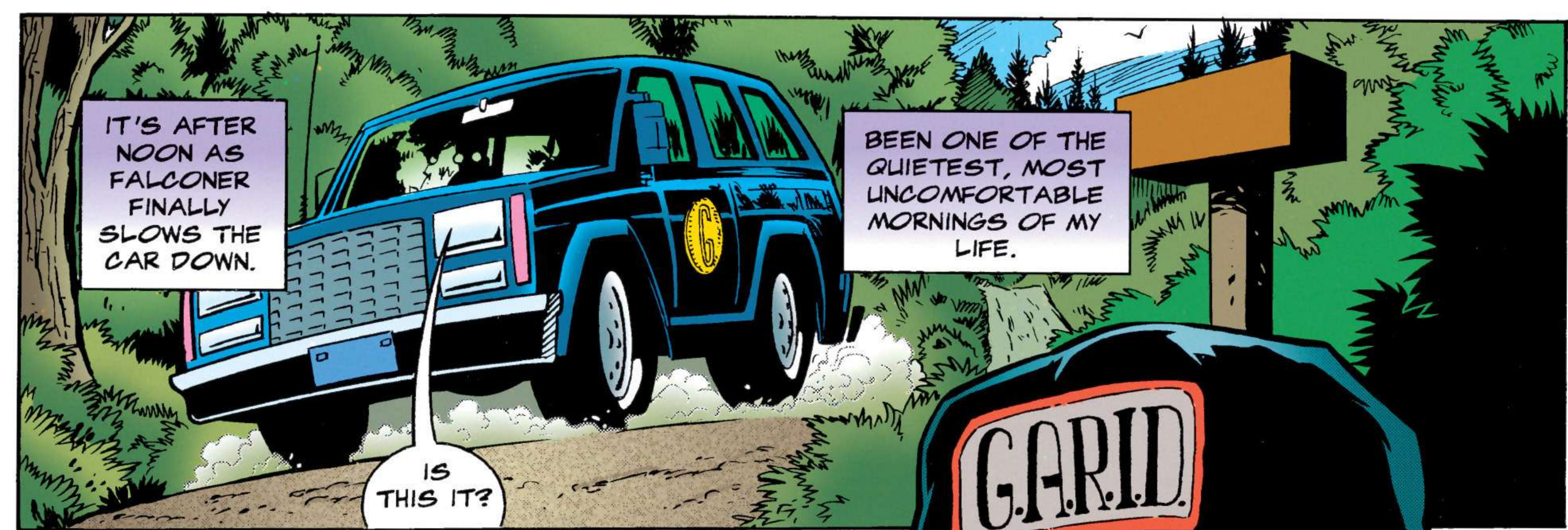
LOOK
UP "TIRED" IN
WEBSTER'S
KENNY.

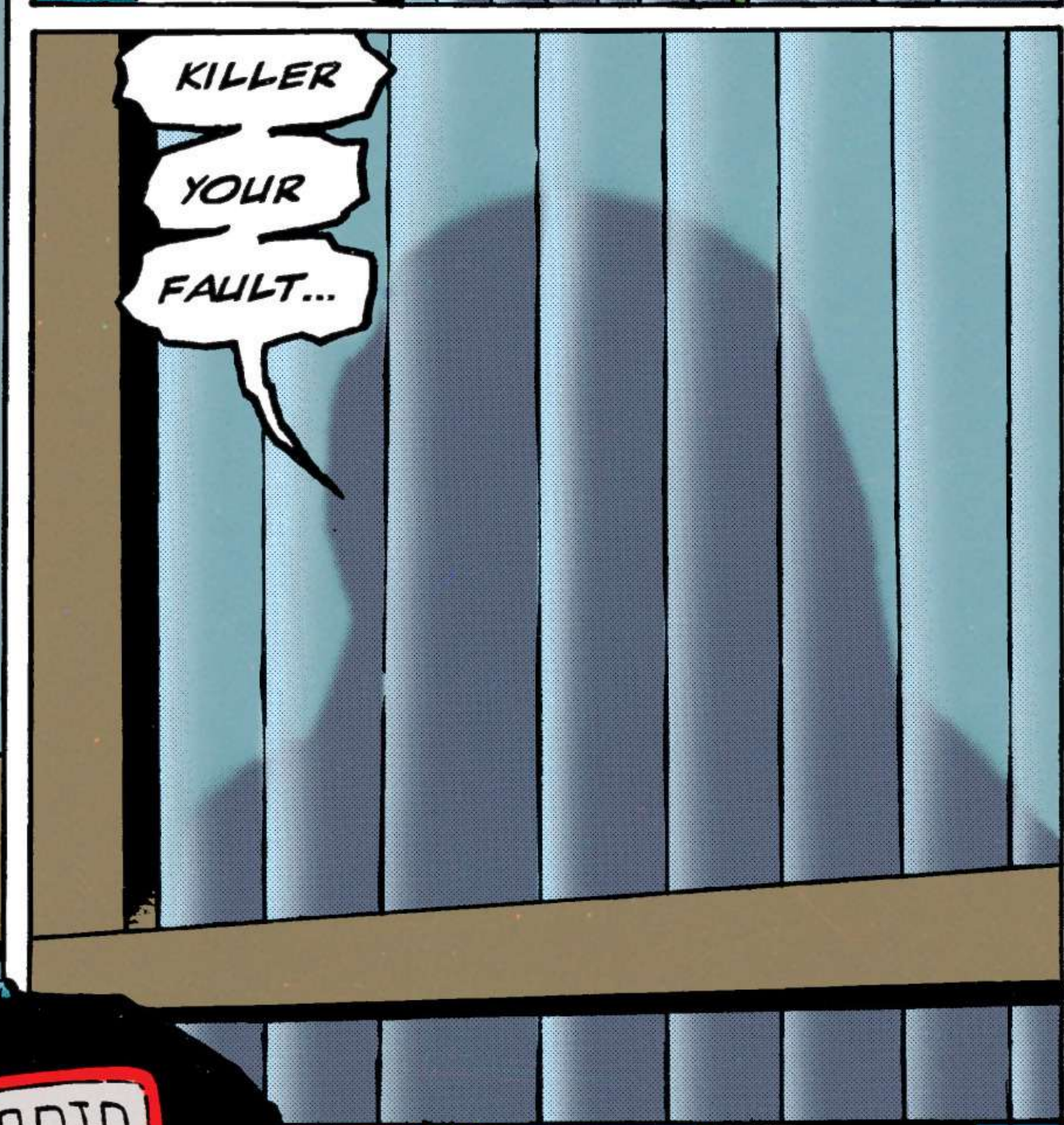
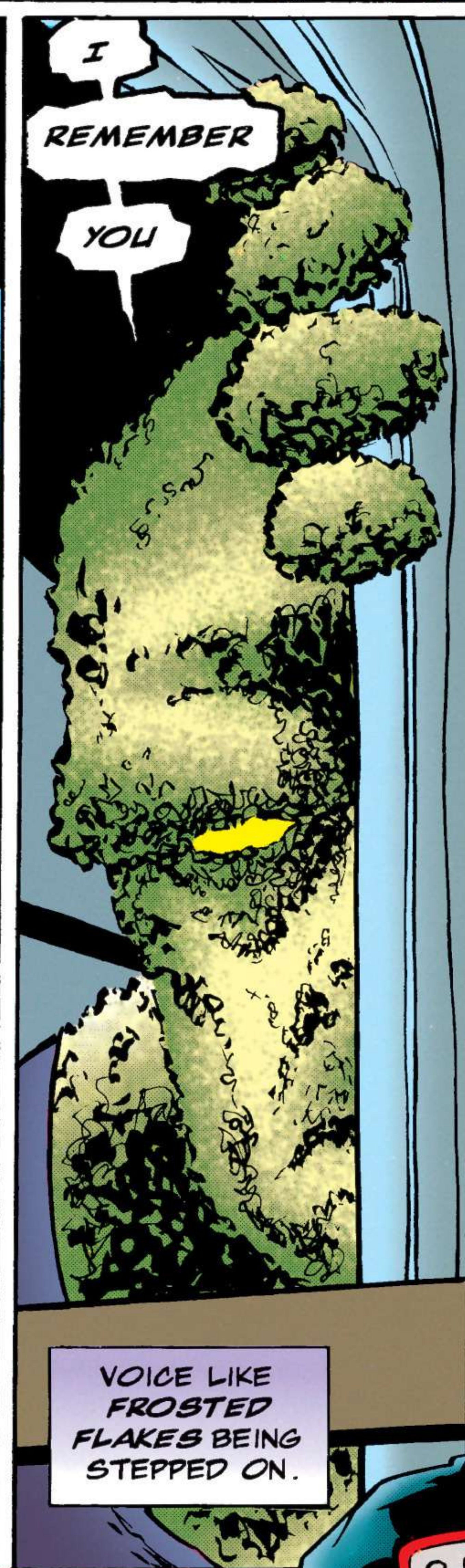
OMELETTE
EYES, FRAZZLED
NERVES AND A
PARTIAL LOBOT-
OMY.

--FINE--I'LL
START CLOSER
TO HOME--

--DEAL
WITH PEOPLE
WHO'VE GOTTEN
INVOLVED WITH
SPIDEY...

...AND
THAT MEANS
ROBBIE'S OWN
ASSISTANT--
BETTY
BRANT!









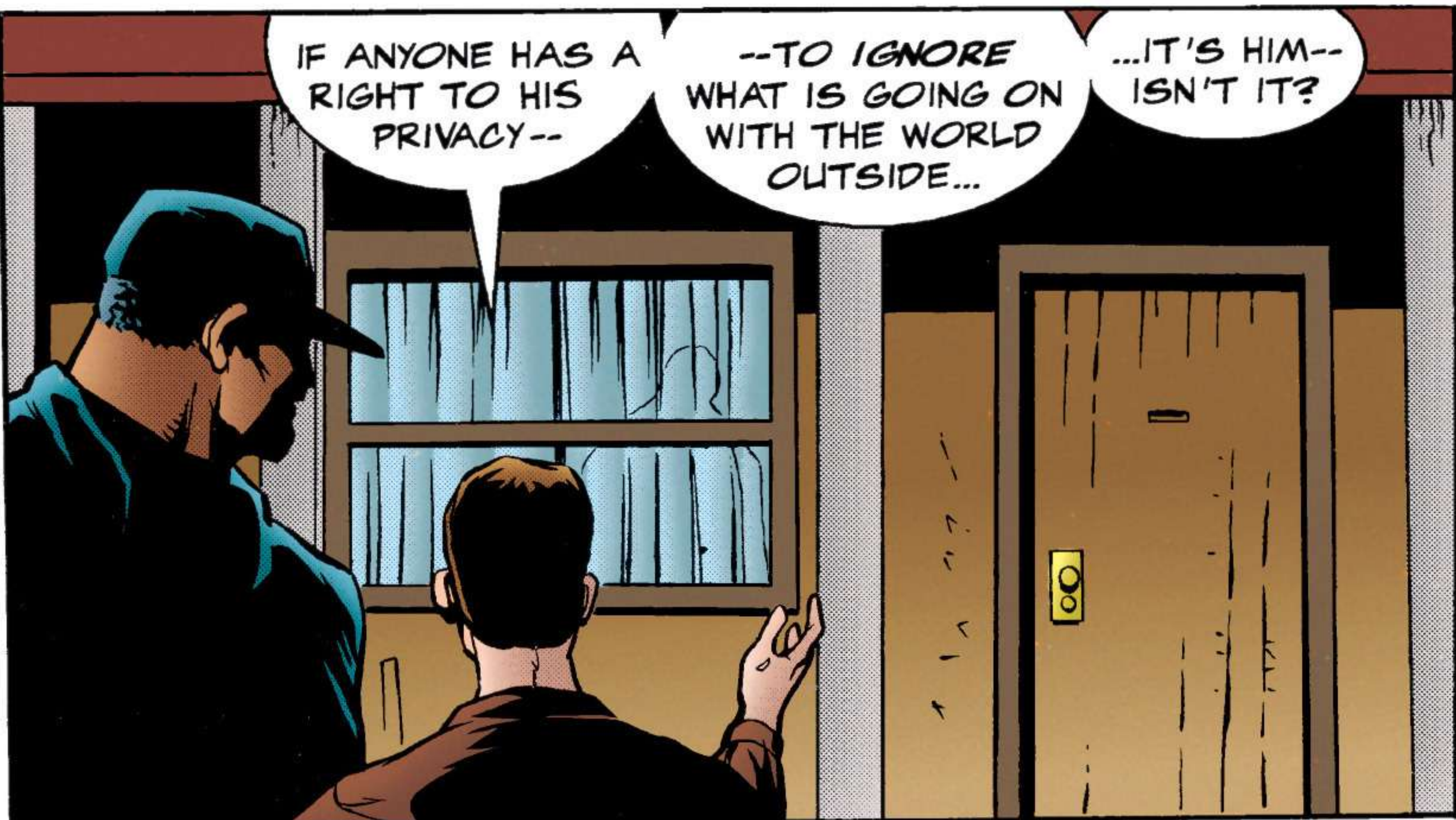
OH, YOU'LL CARE AFTER I GET MY **TRANG GUN** OUT OF THE CAR...

...AND KICK YOUR DOOR DOWN...

**CALVIN--
WAIT!**



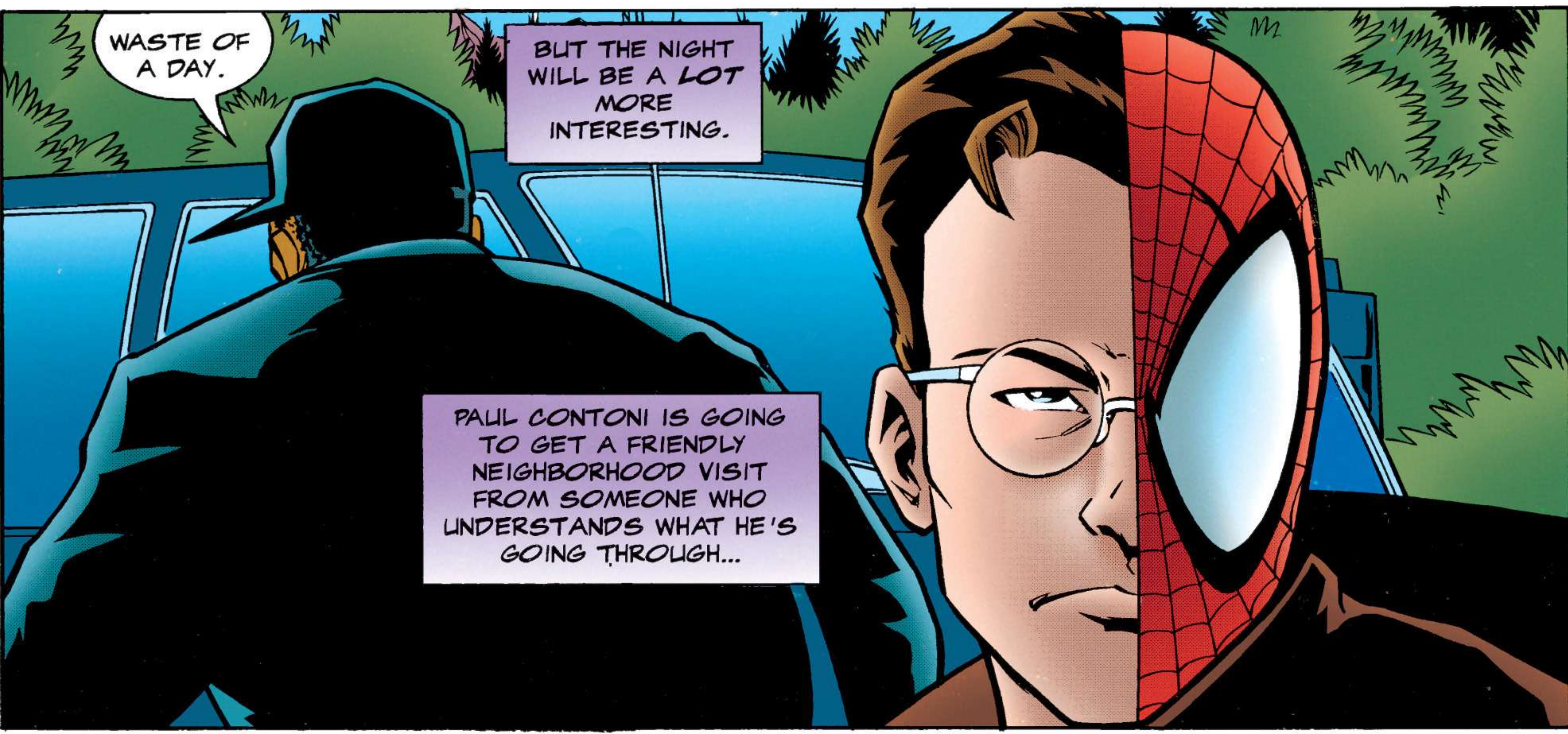
WE CAN'T MAKE HIM DO ANYTHING HE DOESN'T WANT TO!



IF ANYONE HAS A RIGHT TO HIS PRIVACY--

--TO IGNORE WHAT IS GOING ON WITH THE WORLD OUTSIDE...

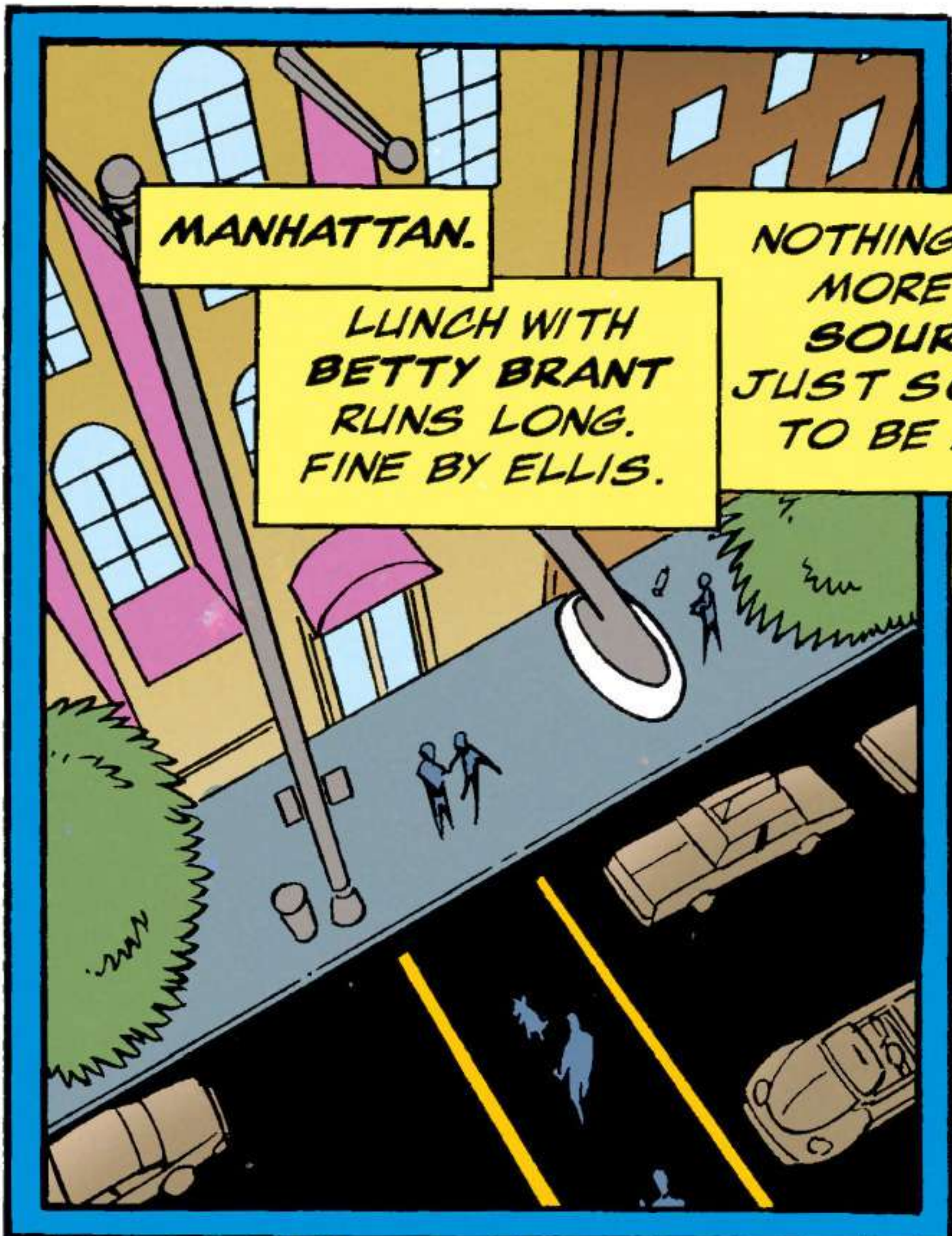
...IT'S HIM-- ISN'T IT?



WASTE OF A DAY.

BUT THE NIGHT WILL BE A LOT MORE INTERESTING.

PAUL CONTONI IS GOING TO GET A FRIENDLY NEIGHBORHOOD VISIT FROM SOMEONE WHO UNDERSTANDS WHAT HE'S GOING THROUGH...



MANHATTAN.

LUNCH WITH
BETTY BRANT
RUNS LONG.
FINE BY ELLIS.

NOTHING HE LIKES
MORE THAN A
SOURCE WHO
JUST SO HAPPENS
TO BE A BABE...

SO YOUR
BROTHER
GOT IN OVER
HIS HEAD,
huh?

OH, IT WAS
MORE LIKE **BENNETT**
HAD BEEN DROPPED INTO
THE OCEAN WITH AN
ANCHOR AROUND HIS
ANKLES!

THE **BRANT**
FAMILY HAS ALWAYS
BEEN GOOD AT
SCREWING THEIR
LIVES UP.

AND HIS
DEATH WAS
SPIDER-MAN'S
FAULT?

NO--I
THOUGHT
THAT AT
FIRST--BUT
IT WASN'T.

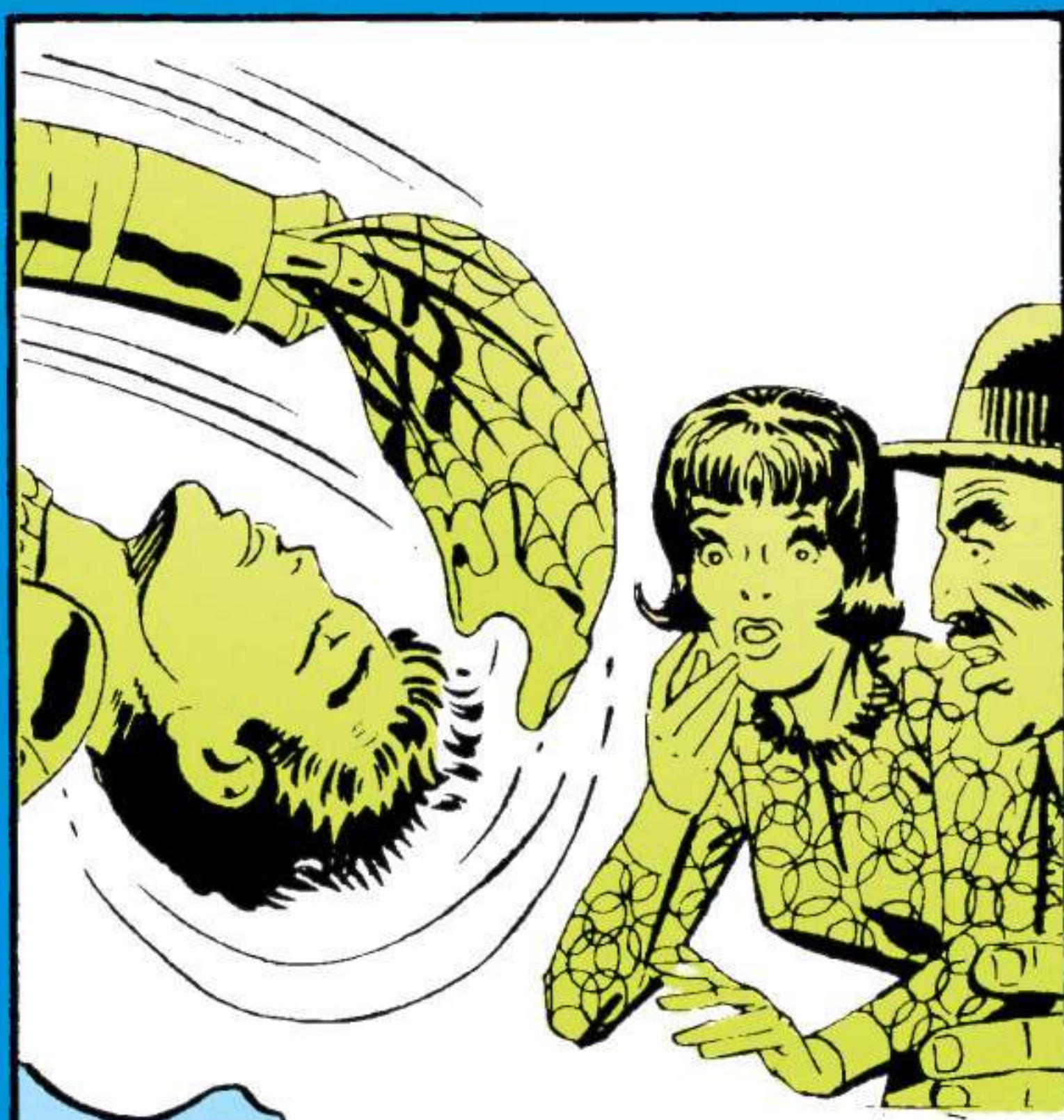
IT WAS
BENNETT'S OWN
FAULT--AND
DOCTOR
OCTOPUS'S.

NOW DON'T
TELL ME, PETER
WAS THERE TO GET
THE PICTURE,
RIGHT?

NOT
THAT TIME, I
DON'T RECALL--
BUT BACK
THEN--

--IT
SEEMED PETER
WAS ALWAYS
DOING RECKLESS
THINGS.

LIKE
WHAT?



ONCE--
HE EVEN
IMPERSON-
ATED
SPIDEY!

GEDDOUDDAHERE!



WHY WOULD SOMEONE AS NERDY AS PARKER TAKE A RISK LIKE THAT?

HE WAS TRYING TO SAVE ME FROM DOCTOR OCTOPUS.

HE HAD QUITE A CRUSH ON ME BACK THEN.

AND I... WAS VERY FOND OF HIM, TOO.

BUT IT'S MORE THAN THAT.

THE MONEY HE MADE FROM PHOTOGRAPHY WENT TO HELPING HIS AUNT MAY. SHE WAS ALWAYS SO FRAIL.

PETER CARRIED AROUND SUCH A-- BURDEN--OF RESPONSIBILITY.



HE'D LOST HIS PARENTS, HIS UNCLE BEN HAD BEEN MURDERED.



YEAH, THAT'S RIGHT. WHEN WAS THAT?

OH, RIGHT BEFORE I MET HIM.

YEAH, RIGHT, THINKS KENNY.

RIGHT ABOUT THE TIME SPIDER-MAN STOPPED MAKING APPEARANCES ON TELEVISION--

-- AND STARTED HIS CAREER AS A DO-GOODER SUPER HERO.

AND PETER'S UNCLE GOT KILLED...hmmm, COINCIDENTALLY ENOUGH, RIGHT BETWEEN THOSE TWO EVENTS!

BURDEN OF RESPONSIBILITY, ALL RIGHT, KENNY SMILES. A LITTLE GUILT, TOO?



IT'S NOT STEW YET, HE KNOWS, BUT IT'S SMELLING BETTER AND BETTER...

LATER.
LPTOWN.

MARY
JANE--LIV--
A **SMILE**
WOULD BE
NICE.

PRETENDING
YOU WANT TO
BE HERE, YOU
KNOW--

--DOING
YOUR **JOB**--
MODELING THE
OH-SO-LOVELY
RYAN LINE OF
MATERNITY
CLOTHES!

I'M
SORRY,
ROLFE.

I GUESS I'M
JUST A BIT
JET-LAGGED
IS ALL.

LETS JUST
CALL IT QUITS
FOR THE DAY
THEN, OKAY?

THANKS.

I'LL BE
FINE...

...ONCE
PETER
CALLS!

COME
ONNNNN...

HE'S NOT
AT HIS WORK
STATION.

TRY HIM
AT HOME AGAIN
JUST IN CASE...

BRING
BRING
BRING
BRING

HI,
PETER AND
MJ ARE HAVING TOO
MUCH FUN RIGHT
NOW. YOU KNOW
WHAT TO DO.

BEEP

KLIK BUUUUUUUUU

WHAT DO
I SAY TO A
MACHINE?

HOW DO
I TELL HIM
HOW MAD I
AM--HOW
HURT--

--THAT
HE HASN'T
TRIED CALLING
ME SINCE I
LEFT?

MJ,
DAHLING,
DO TRY TO
SLEEP
TONIGHT!

I'LL
CATCH A
WINK BETWEEN
PARTIES,
ROLFE.

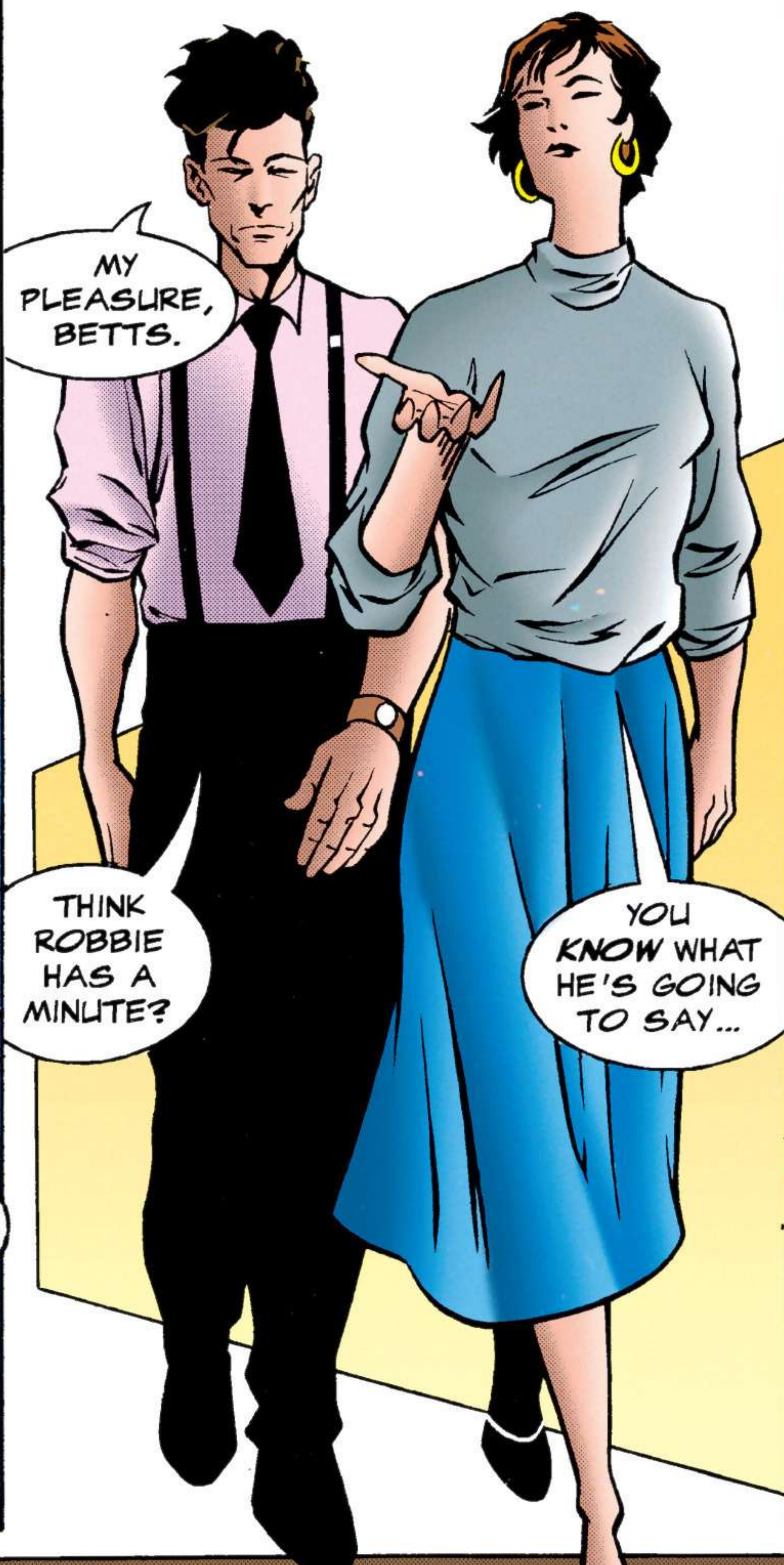


DAILY BUGLE. CIRCULATION. PLEASE HOLD.

HOW MANY WINGS DID HE HAVE, MA'AM?

ALIENS IN YOUR MICROWAVE? PLEASE HOLD.

THANKS FOR LUNCH, KEN.



MY PLEASURE, BETTS.

THINK ROBBIE HAS A MINUTE?

YOU KNOW WHAT HE'S GOING TO SAY...



SORRY, KEN, BUT I WON'T SPRING FOR A FLIGHT OUT TO PORTLAND JUST SO YOU CAN HARASS A FORMER EMPLOYEE.



NOT HARASS, ROBBIE, QUESTION.

...REMEMBER?

THAT'S WHAT REPORTERS ARE SUPPOSED TO DO...

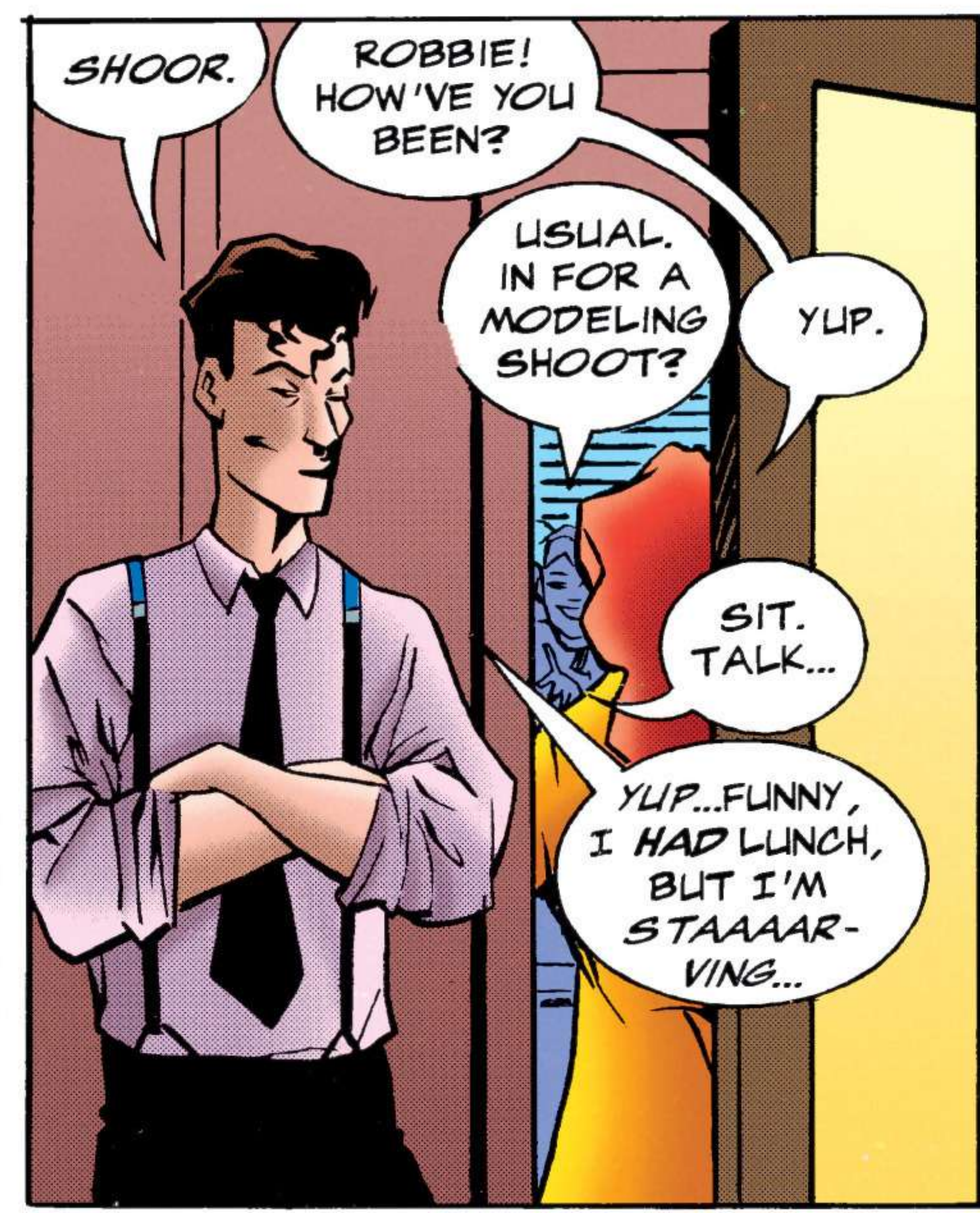
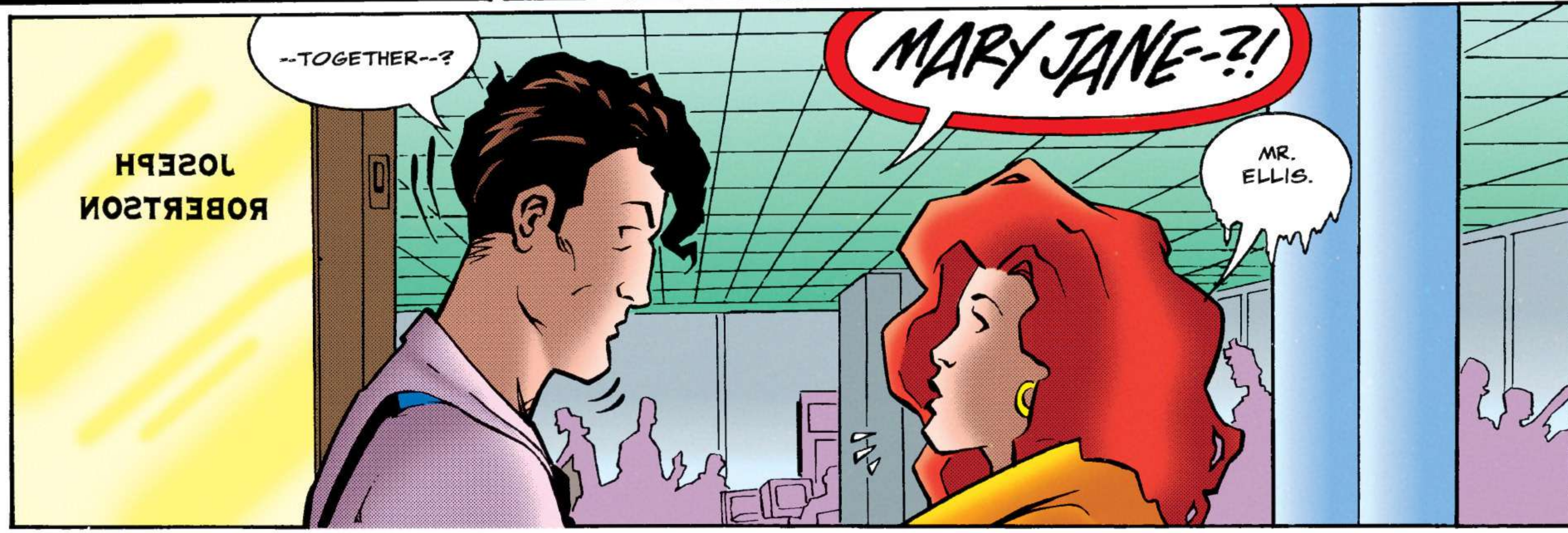
YOU STILL HAVE BACKGROUND INFORMATION TO PROVIDE ON THE HAVERSHAW MURDER.



I NEED MORE THAN ONE SOURCE IN THE POLICE DEPARTMENT.

YOU WANT A FRONT PAGE ON THAT STORY, THEN YOU HAVE TO GIVE ME WHAT I NEED.

YOU READY TO DO THAT?



DROVE BACK
TO GARID
WITH CAL.

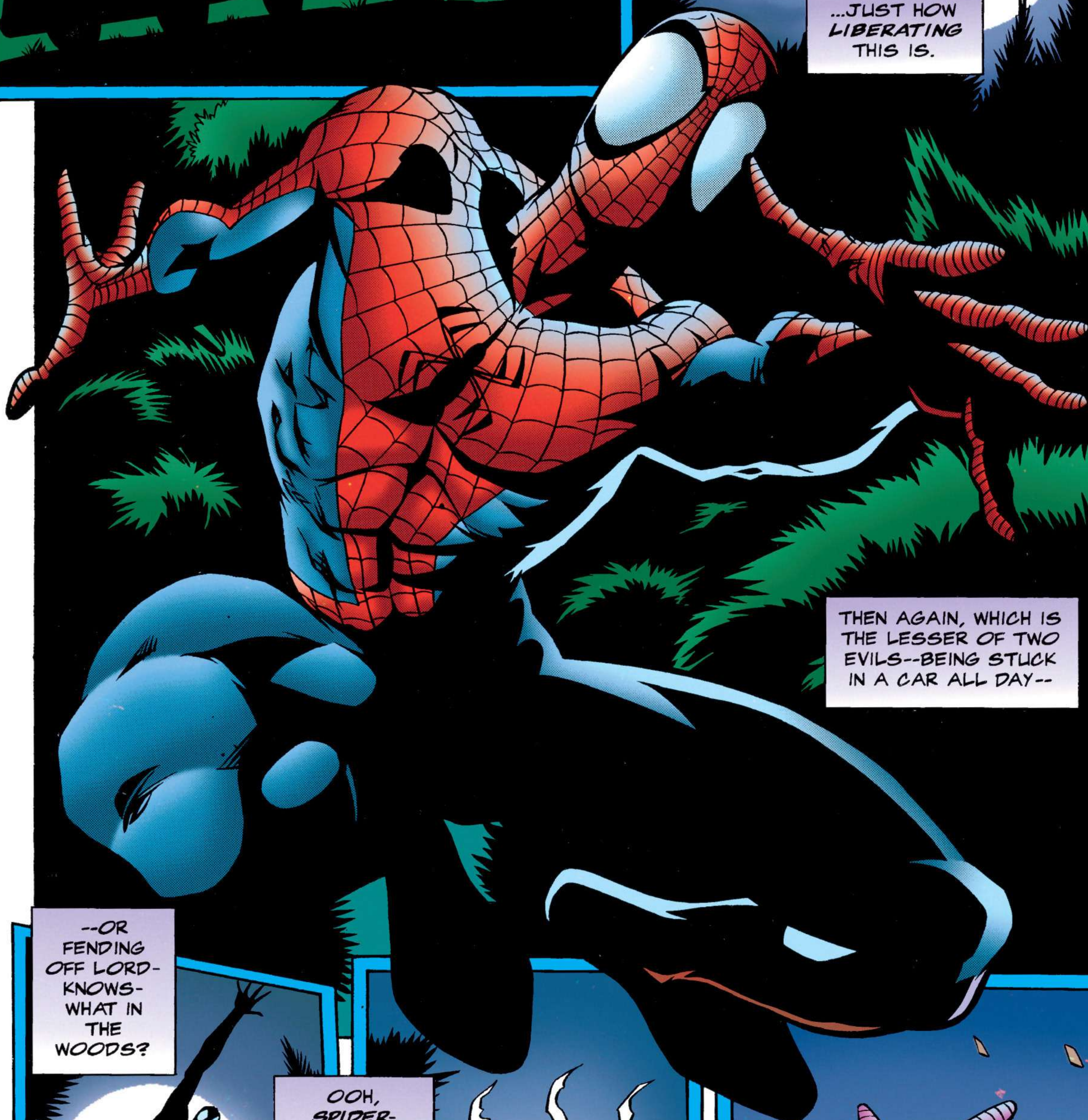
FINISHED
WORKING AT
SIX.

DROVE BACK
UP TO
CONTONI'S.

MY BUTT FEELS
LIKE IT'S GOT
ANTS CRAWLING
ON IT.

ALWAYS
TOOK FOR
GRANTED...

...JUST HOW
LIBERATING
THIS IS.



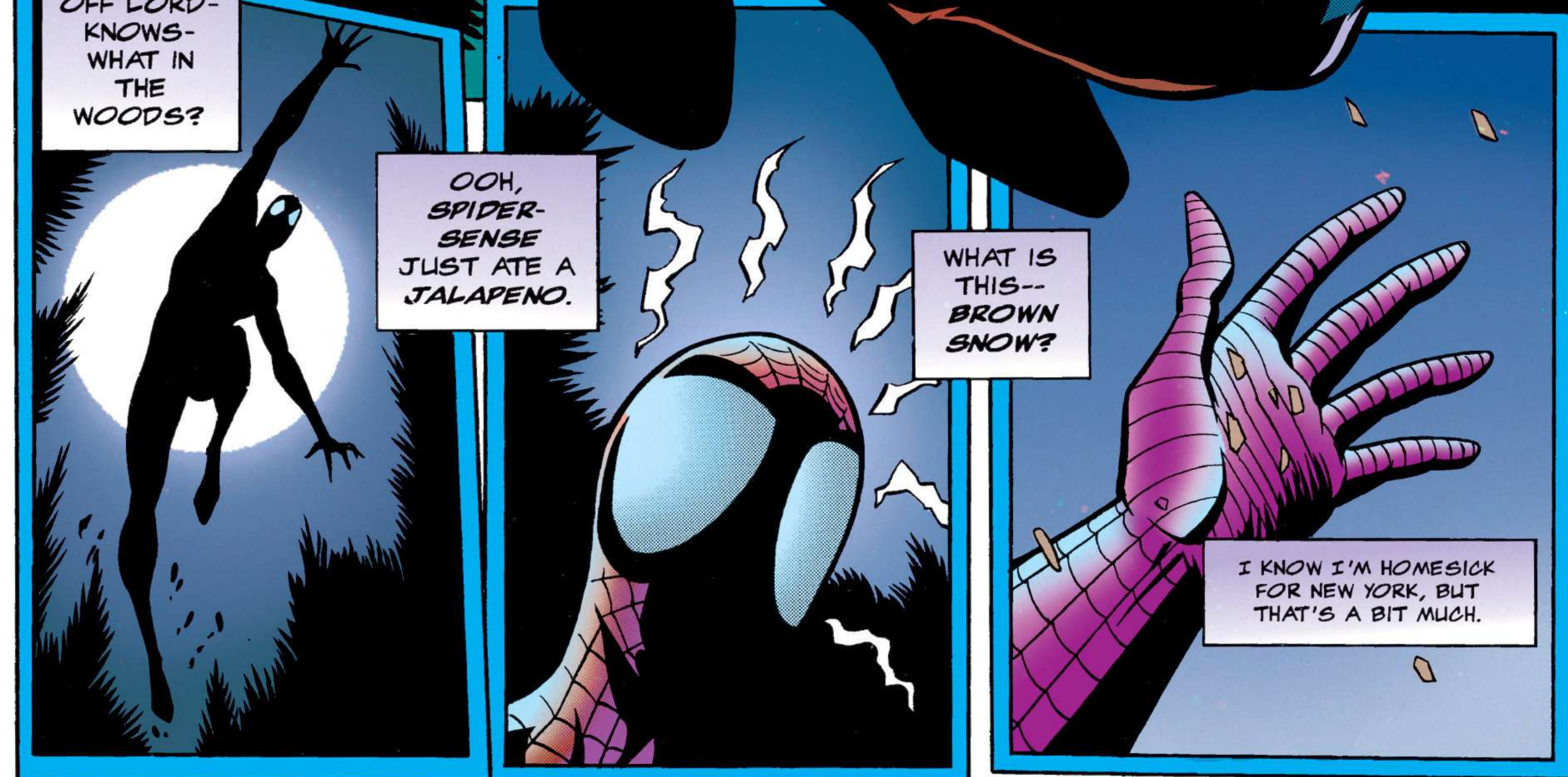
THEN AGAIN, WHICH IS
THE LESSER OF TWO
EVILS--BEING STUCK
IN A CAR ALL DAY--

--OR
FENDING
OFF LORD-
KNOWS-
WHAT IN
THE
WOODS?

OOH,
SPIDER-
SENSE
JUST ATE A
JALAPENO.

WHAT IS
THIS--
BROWN
SNOW?

I KNOW I'M HOMESICK
FOR NEW YORK, BUT
THAT'S A BIT MUCH.



HRARRRRRRGHGGG!

IN THE
WORDS OF
WILE E.
COYOTE...

..."YIPE!"

SO I'M
THINKING TWO
THINGS RIGHT
ABOUT NOW:

A) FALCONER
WASN'T LYING.
THERE ARE
BEARS HERE!

THEN THEY
THROW YOU A
CURVE: C) BOTH
A AND B--

B) THAT SOUNDED
AN AWFUL LOT LIKE
FROSTED FLAKES--
SHOUTING--?

--NAAAH, WHO
WOULD EVER HAVE
THOUGHT C) WAS
THE ANSWER?!

JOKE NOW,
PARKER.
SHRIVEL IN
FEAR LATER

CONTONI--IN THE
PALE MOONLIGHT-- A
GUTTERAL SCREAM
RUMBLES OUT OF
HIS LUNGS LIKE A
CONCRETE MIXER--

--HIS BODY
LOOKS LIKE A
PATCHWORK OF
DRIED LEAVES--

--THE THING
MEETS A BOWL
OF WHEATIES--

THE ANGER
INSIDE OF HIM
IS ALMOST
PALPABLE.

CAN FEEL IT
IN THE AIR--

--LIKE THE TUFTS
OF HIS
SLOUGHED SKIN
FLOATING BY.

I'M CRAZY FOR DOING THIS

I'M CRAZY FOR DOING THIS

EXCUSE ME--

--BUT ARE YOU AWARE OF THE BEAR ESSENTIALS GOVERNING FOREST CONDUCT?

RULE NUMBER ONE: BEAR TO THE LEFT WHEN PASSING.

DEUS: WHEN RIDING BEARBACK, PLEASE USE TUSHY-LOTION.

TRES: ALWAYS BEAR WITH WOODLAND-NOVICE CITY SUPER HEROES.

HEY--YOU'RE BEAR-LY LISTENING, AREN'T YOU?

SHWUMPH!

QUICK, SAY SOMETHING BEFORE YOU BARF!

uhm...

...SURE IS NICE TO MEET A GUY WHO CAN PULL HIMSELF TOGETHER AFTER FALLING APART LIKE THAT...

SHKKRINKRR SHINKRRNNK



YOU

ARE

SPIDER-MAN--!?

WHAT

DO

YOU

WANT?

uhm...A RED
BICYCLE FOR
CHRISTMAS?

TO SEE J.
JONAH JAMESON
GET AN
UNMENTIONABLE
RASH?

TO
FIND SOMEONE
WILLING TO
CHANGE DIAPERS
FOR NO PAY?

SER-
IOUSLY--
I'VE GOT-
TEN MY-
SELF
INVOLVED
IN THIS
MESS WITH
GARID AND
TENDRIL.



I
SAW
THE
NEWS
REPORTS.

NOT MY
FINEST HOUR BY
ANY MEANS--
WHICH IS WHY I'M
HERE TO ASK YOU
FOR YOUR--



NO!

SHRIMP!

LISTEN--I
UNDERSTAND
HOW ANGRY
YOU ARE--

--HOW YOU
WOULDN'T
WANT TO HELP
GARID AFTER
WHAT THEY DID
TO YOU--



--BUT PEOPLE
LIKE US--WE DON'T
HAVE MUCH CHOICE
BUT TO GET
INVOLVED!

LIKE

US?



WE
ARE
NOT
THE
SAME!

WE'VE BOTH
BEEN *CHANGED* BY
CIRCUMSTANCES
BEYOND OUR
CONTROL!

GRANTED POWERS--
ABILITIES--AND WE *DO*
HAVE A *CHOICE* AS TO
HOW TO USE THEM!

--I CHOOSE
TO TRY AND
MAKE A SMALL
DIFFERENCE IN
THE WORLD!

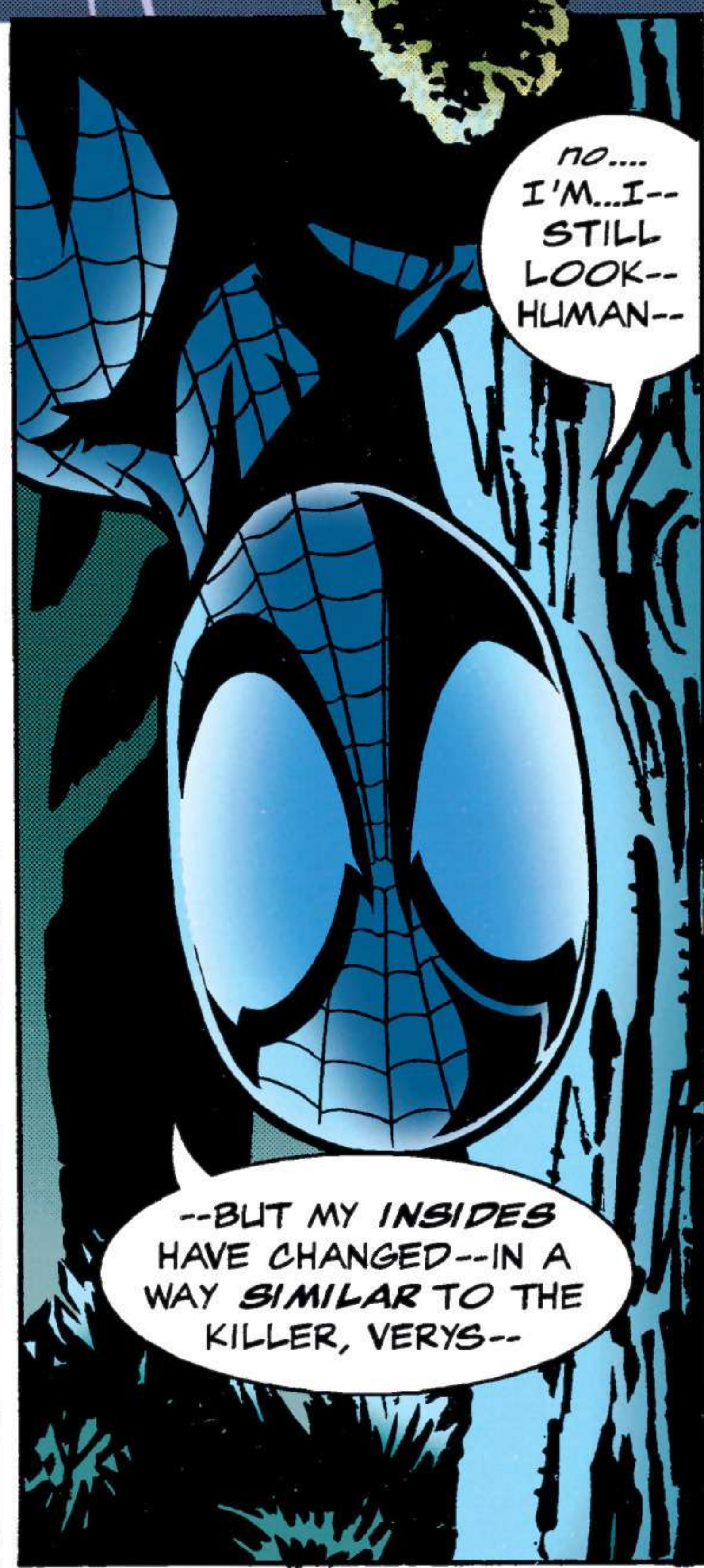
YOU
CHOOSE TO
HIDE IN
ISOLATION
AND *BROOD*--

MAYBE
YOU'RE *RIGHT*,
CONTONI--MAYBE
WE'RE *NOT* THE
SAME AFTER
ALL!



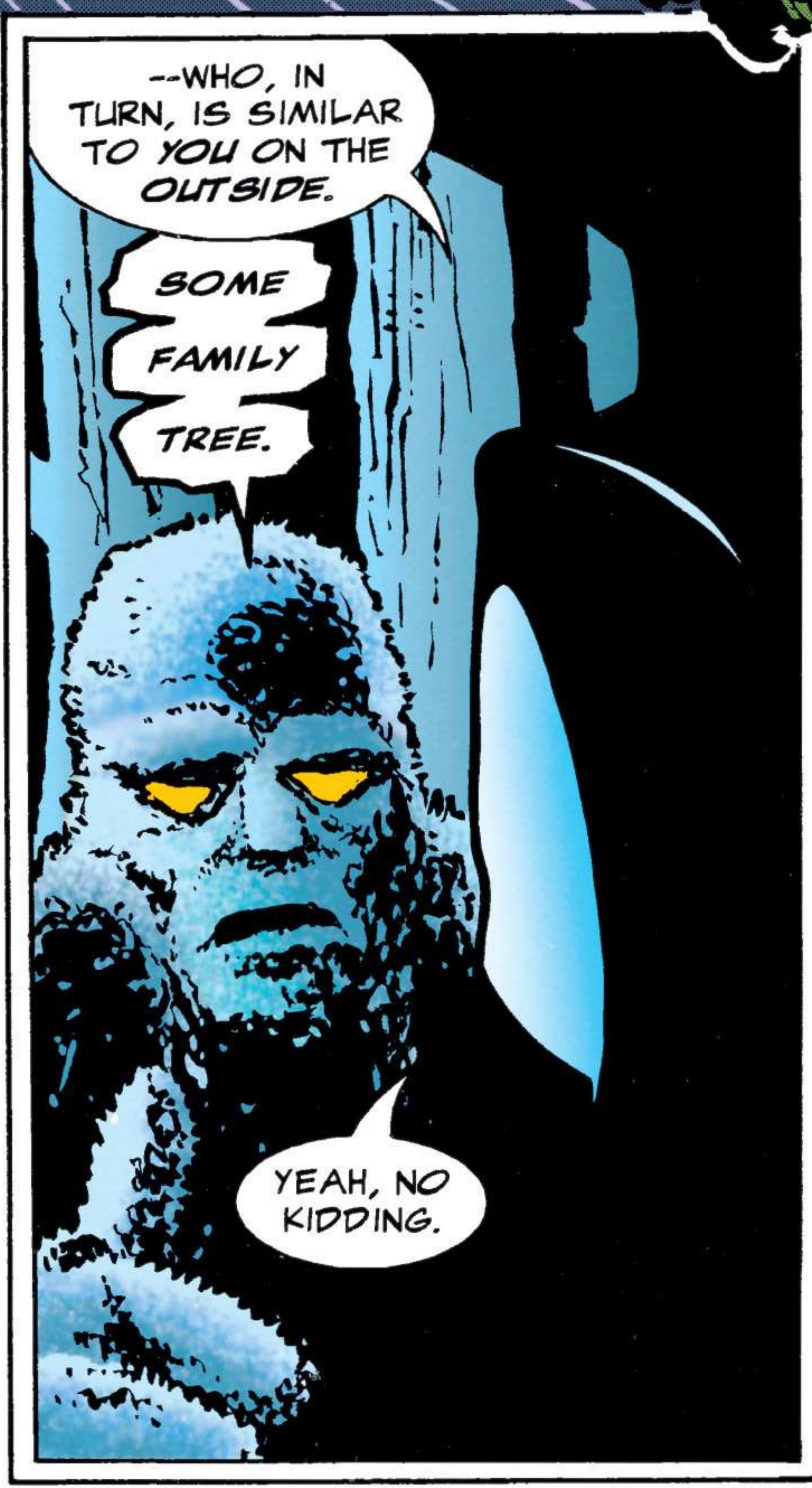
UNDER
YOUR
'MASK--
YOU
ARE
LIKE

ME?



no....
I'M...I--
STILL
LOOK--
HUMAN--

--BUT MY *INSIDES*
HAVE CHANGED--IN A
WAY *SIMILAR* TO THE
KILLER, VERYS--



--WHO, IN
TURN, IS SIMILAR
TO YOU ON THE
OUTSIDE.

SOME
FAMILY
TREE.

YEAH, NO
KIDDING.

GARID
NEEDS TO SEE
HOW THE SYNTHETIC
SKIN DERIVATIVE
CHANGED BETWEEN
YOUR CASE AND
VERYS'S.

BY TRYING TO
UNDERSTAND THE
DIFFERENCES, THEY
HOPE TO FIND A
CURE TO VERYS'S
CONDITION--MAYBE
EVEN TO
YOURS!

AND
YOU?

WELL, I HAVE A
BABY ON THE WAY--
I NEED TO LEARN
ABOUT MYSELF--MY
PHYSIOLOGY--

--TO MAKE
SURE THAT MY
CHILD IS--

--WELL, NEVER
TURNS INTO--

--SOMETHING--

A
MONSTER
LIKE
ME?

SHWAFWOOMPH!

KRASH!

THIS GUY'S GOT
THE RAPUNZEL
MEETS RAMBO
OF HAIR-TRIGGER
TEMPERS.

HE CAN'T
REALLY HURT
ME--BUT I
CAN'T HURT HIM,
EITHER!

(NOT THAT I
WANT TO)



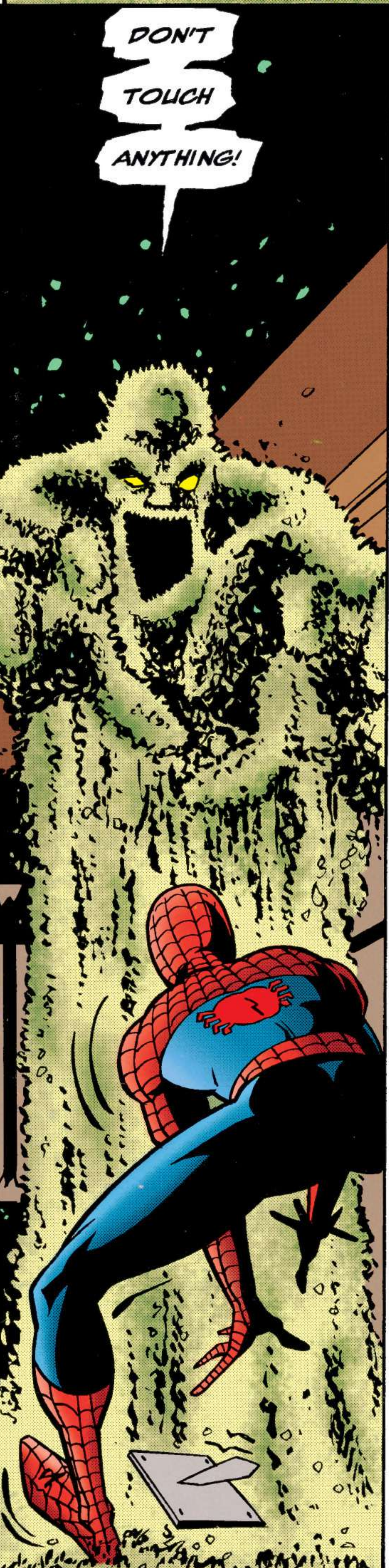
oomph

BUT HOW CAN
I GET HIM TO
CHANGE HIS
MIND--

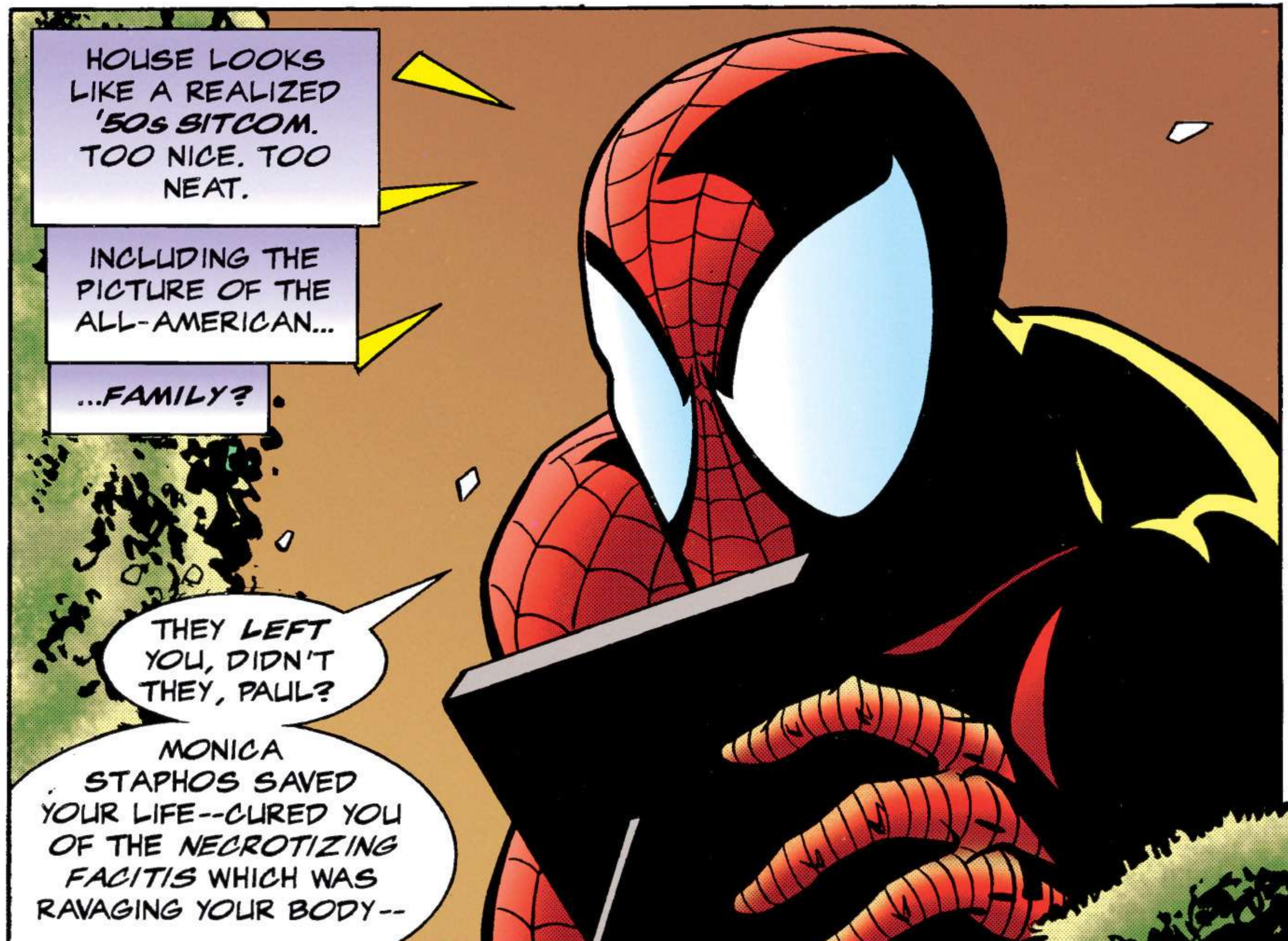
--SHORT OF THE
OBLIGATORY AND REALLY
COUNTERPRODUCTIVE--

--"POUND HIM
INTO
SUBMISSION"
METHOD OF
PERSUASION?

(AND HOW
DO YOU BEAT
UP A PILE OF
LEAVES,
ANYWAY?)



DON'T
TOUCH
ANYTHING!



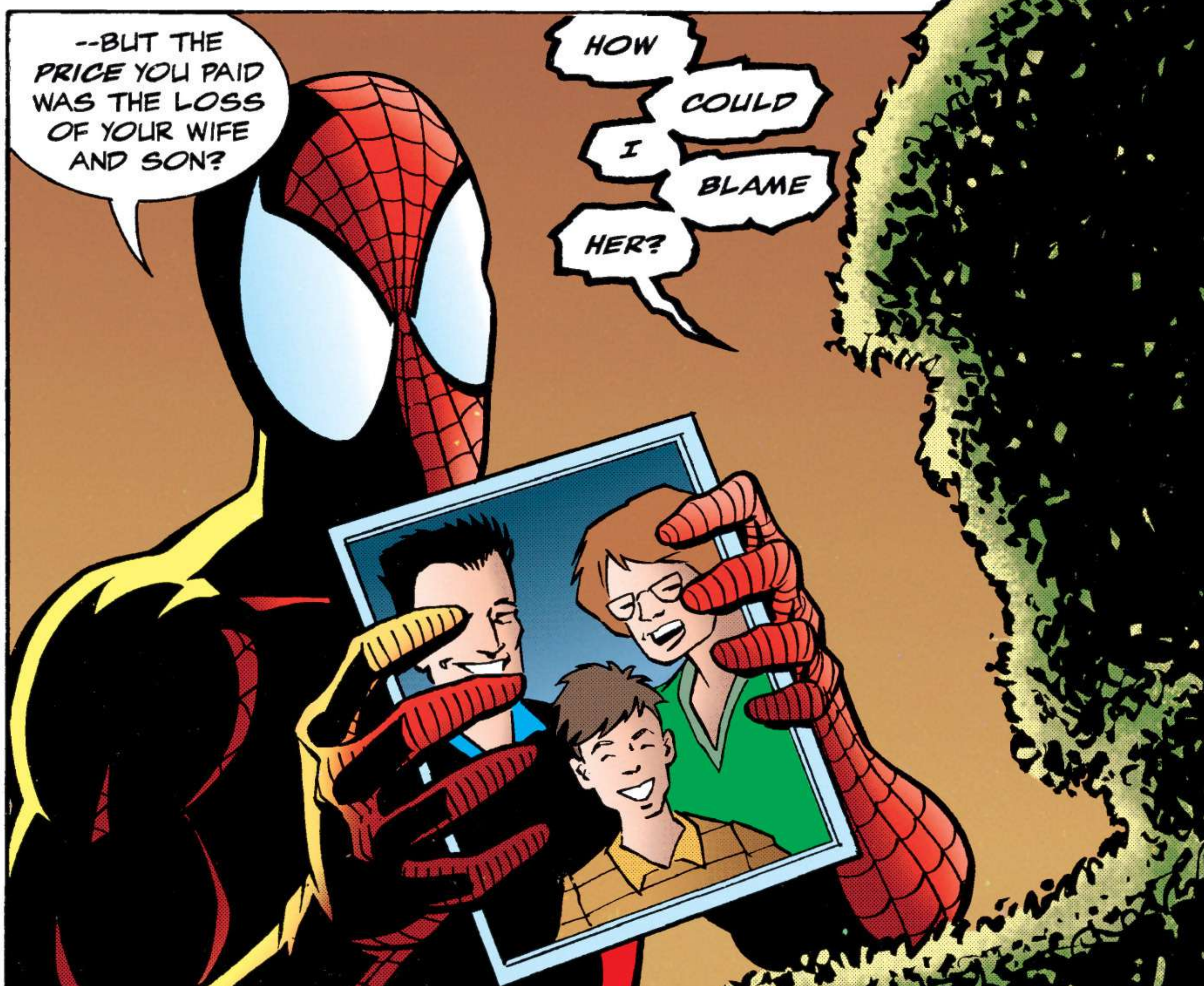
HOUSE LOOKS
LIKE A REALIZED
'50s SITCOM.
TOO NICE. TOO
NEAT.

INCLUDING THE
PICTURE OF THE
ALL-AMERICAN...

...FAMILY?

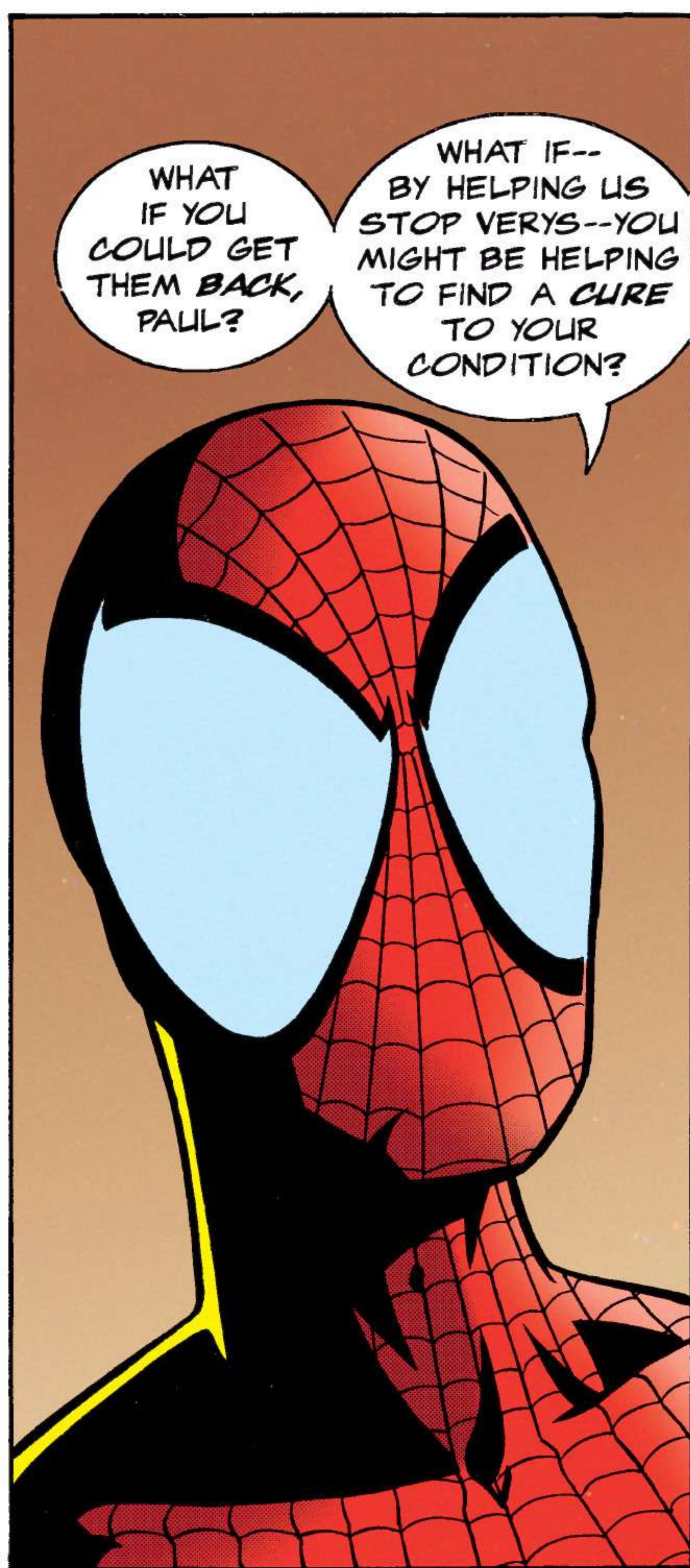
THEY LEFT
YOU, DIDN'T
THEY, PAUL?

MONICA
STAPHOS SAVED
YOUR LIFE--CURED YOU
OF THE NECROTIZING
FACITIS WHICH WAS
RAVAGING YOUR BODY--



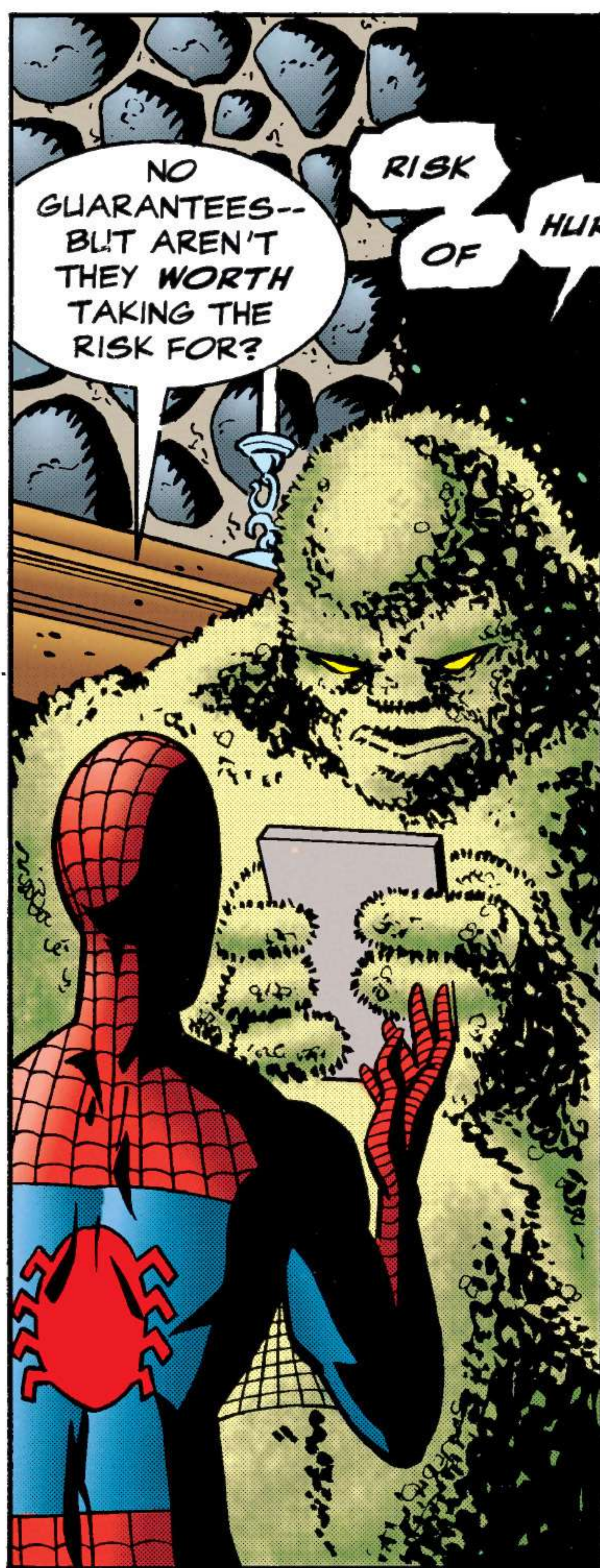
--BUT THE
PRICE YOU PAID
WAS THE LOSS
OF YOUR WIFE
AND SON?

HOW
COULD
I
BLAME
HER?



WHAT IF YOU COULD GET THEM **BACK**, PAUL?

WHAT IF-- BY HELPING US STOP VERYS--YOU MIGHT BE HELPING TO FIND A **CURE** TO YOUR CONDITION?



NO GUARANTEES-- BUT AREN'T THEY **WORTH** TAKING THE RISK FOR?

RISK OF HURT.

OF PAIN.



THE RISK OF FINDING **HAPPINESS** AGAIN!

TAKING THE CHANCE TO BE A PART OF THE LIVING...

...TO REGAIN YOUR **FAMILY!**



SHERYL.

MICHAEL.

I TELL HIM PETER PARKER WILL PICK HIM UP WITHIN THE HOUR.

THE RIDE DOWN
TOWARDS
PORTLAND--



--IS A LOT MORE
PLEASANT THAN
THE DRIVE UP WITH
FALCONER WAS!



(EXCEPT
CONTONI
KEEPS
TELLING ME
HE'D RATHER
DRIVE.)

AND FOR THE
FIRST TIME IN
A WEEK--



--I FEEL GOOD--
ABOUT MYSELF--
AND THE CHANCES
FOR THIS TO WORK
OUT--

--ABOUT CURING
PAUL--

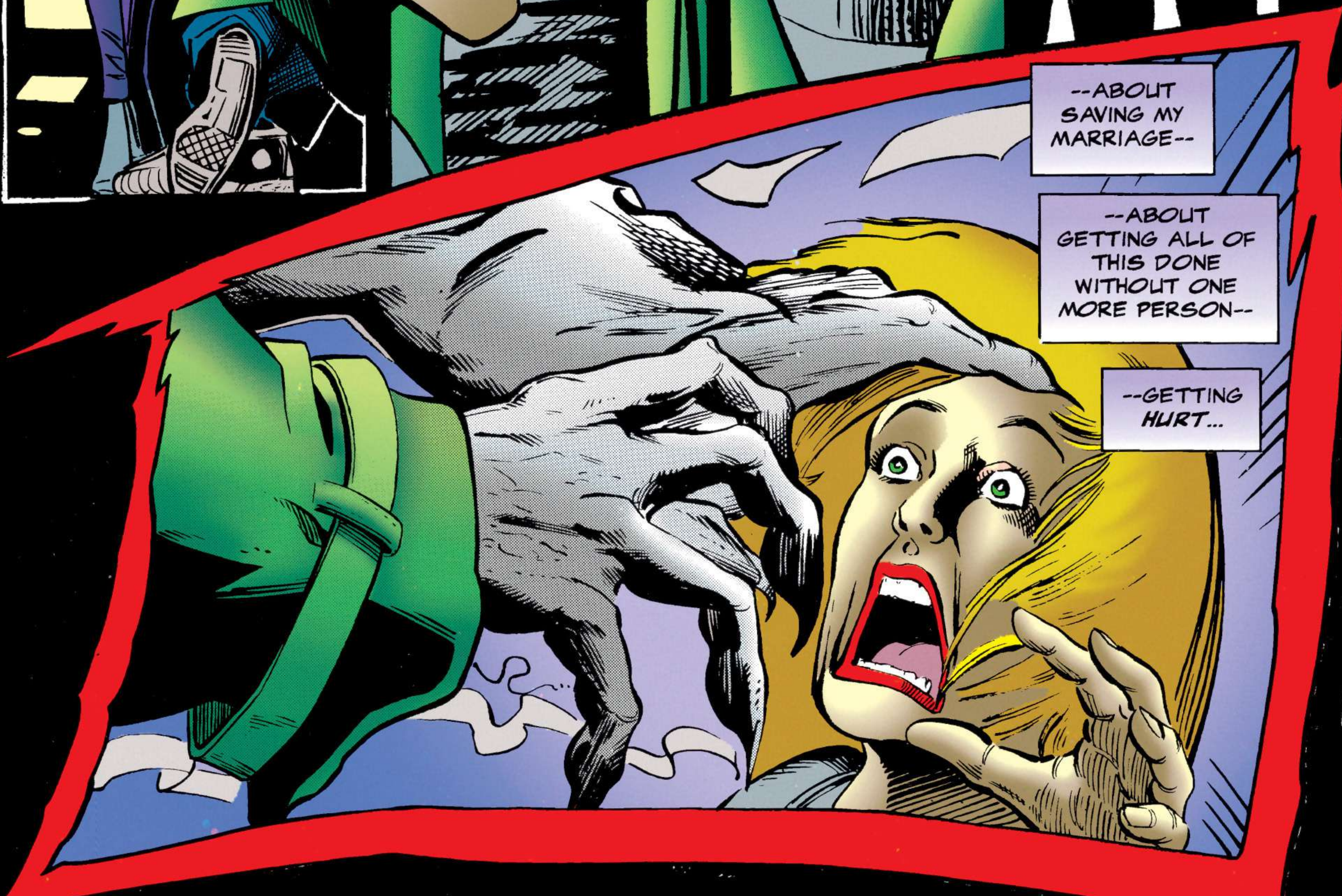
--ABOUT
STOPPING
VERYS--

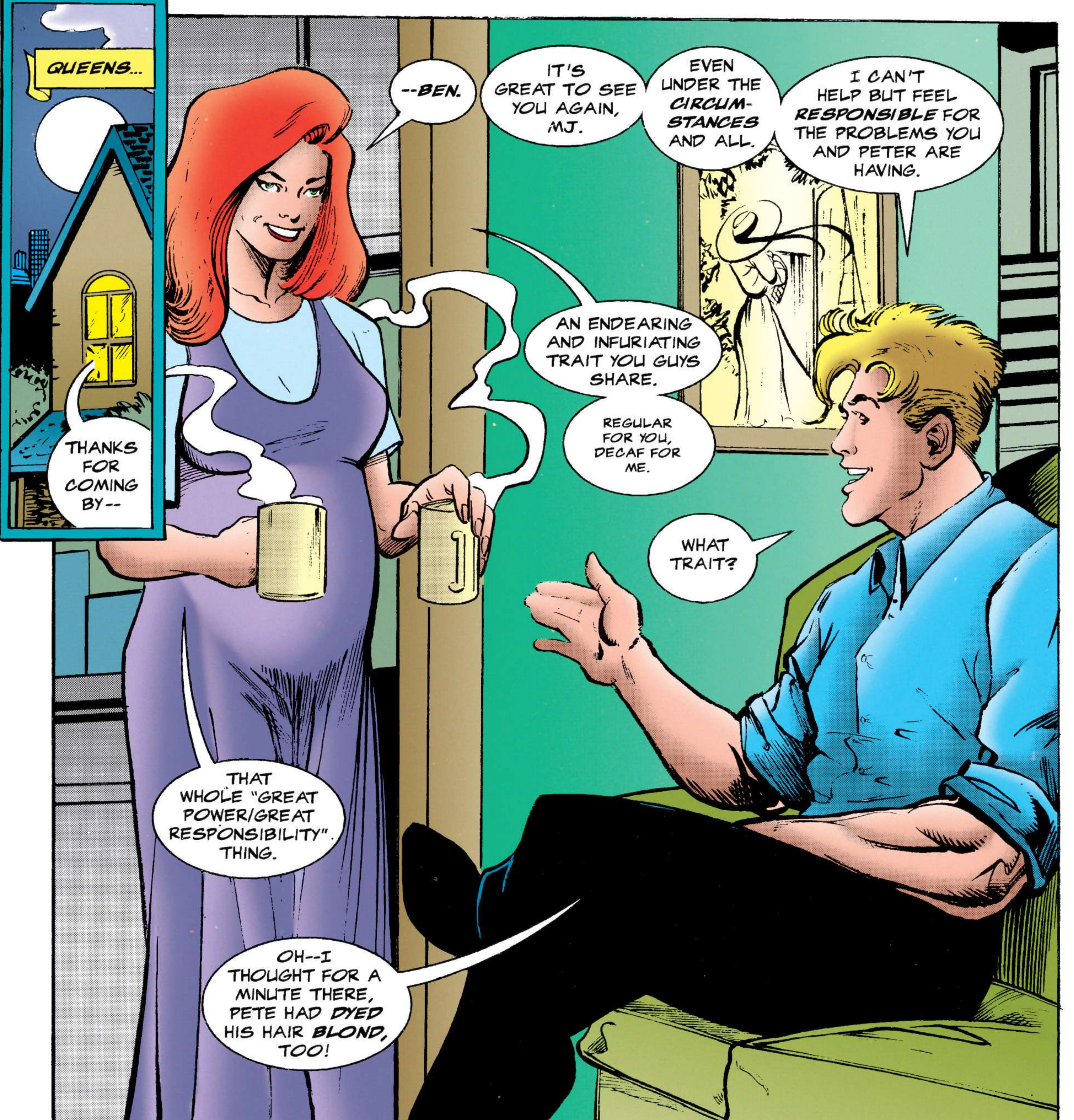


--ABOUT
SAVING MY
MARRIAGE--

--ABOUT
GETTING ALL OF
THIS DONE
WITHOUT ONE
MORE PERSON--

--GETTING
HURT...





QUEENS...

THANKS FOR COMING BY--

--BEN.

IT'S GREAT TO SEE YOU AGAIN, MJ.

EVEN UNDER THE CIRCUMSTANCES AND ALL.

I CAN'T HELP BUT FEEL RESPONSIBLE FOR THE PROBLEMS YOU AND PETER ARE HAVING.

AN ENDEARING AND INFURIATING TRAIT YOU GUYS SHARE.

REGULAR FOR YOU, DECAF FOR ME.

WHAT TRAIT?

THAT WHOLE "GREAT POWER/GREAT RESPONSIBILITY" THING.

OH--I THOUGHT FOR A MINUTE THERE, PETE HAD DYED HIS HAIR **BLOND**, TOO!



A MODEL IS USED TO SEEING PEOPLE CHANGE THEIR HAIR COLOR ALL THE TIME, BUT I HAVE TO ADMIT--YOUR NEW LOOK TOOK ME BY SURPRISE.



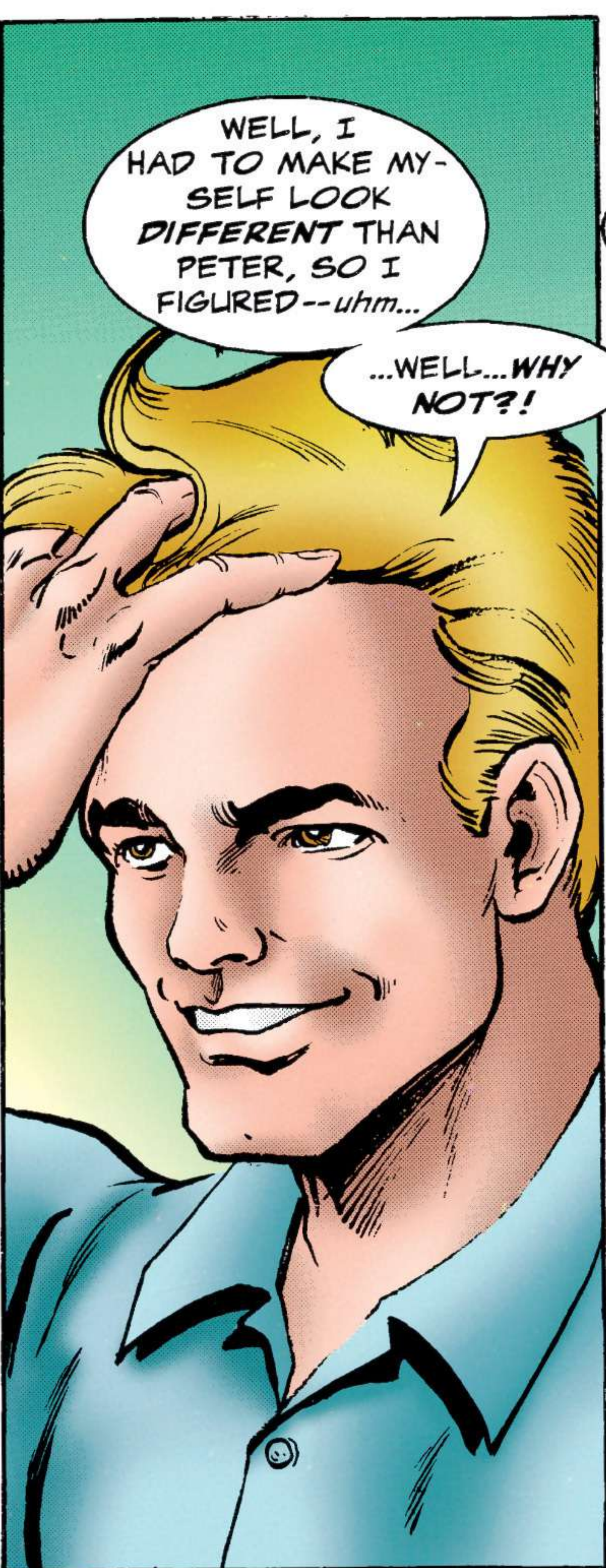
GOOD SURPRISE OR BAD?

SORT OF AN "I NEVER PICTURED YOU WITH THAT **JAMES DEAN** BY WAY OF **SAVED BY THE BELL** LOOK" KIND OF SURPRISE.



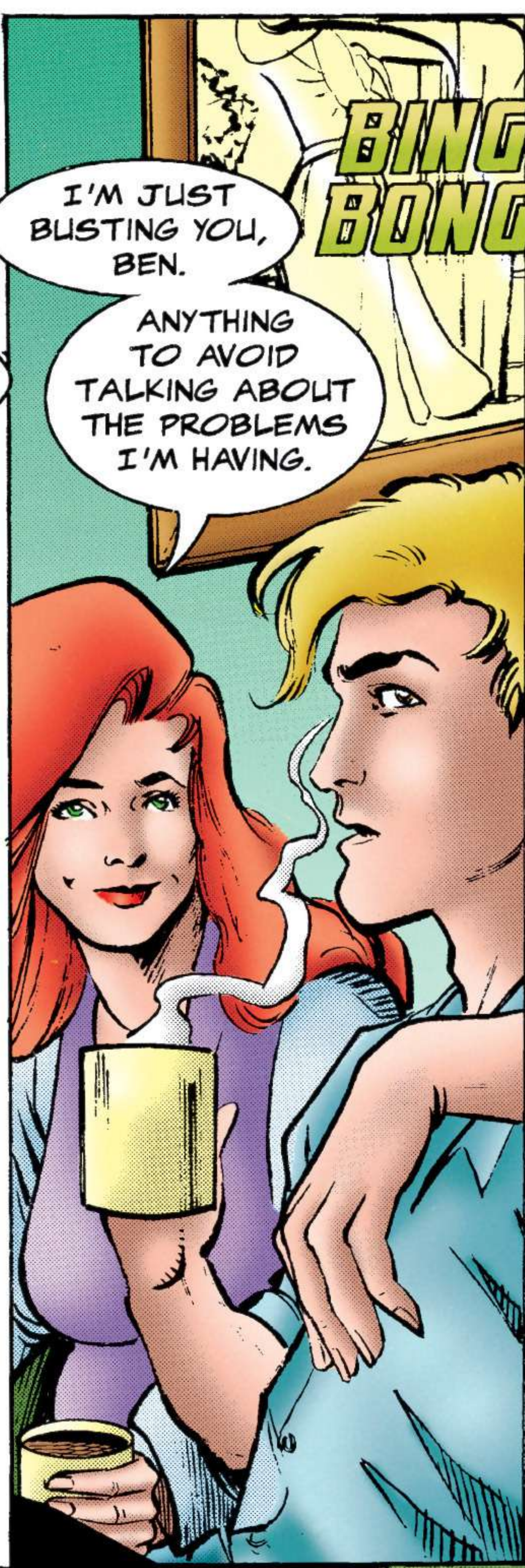
I STILL DON'T KNOW HOW TO TAKE THAT.

YOU'RE NOT SUPPOSED TO.



WELL, I HAD TO MAKE MYSELF LOOK DIFFERENT THAN PETER, SO I FIGURED--uhm...

...WELL...WHY NOT?!



I'M JUST BUSTING YOU, BEN.

ANYTHING TO AVOID TALKING ABOUT THE PROBLEMS I'M HAVING.

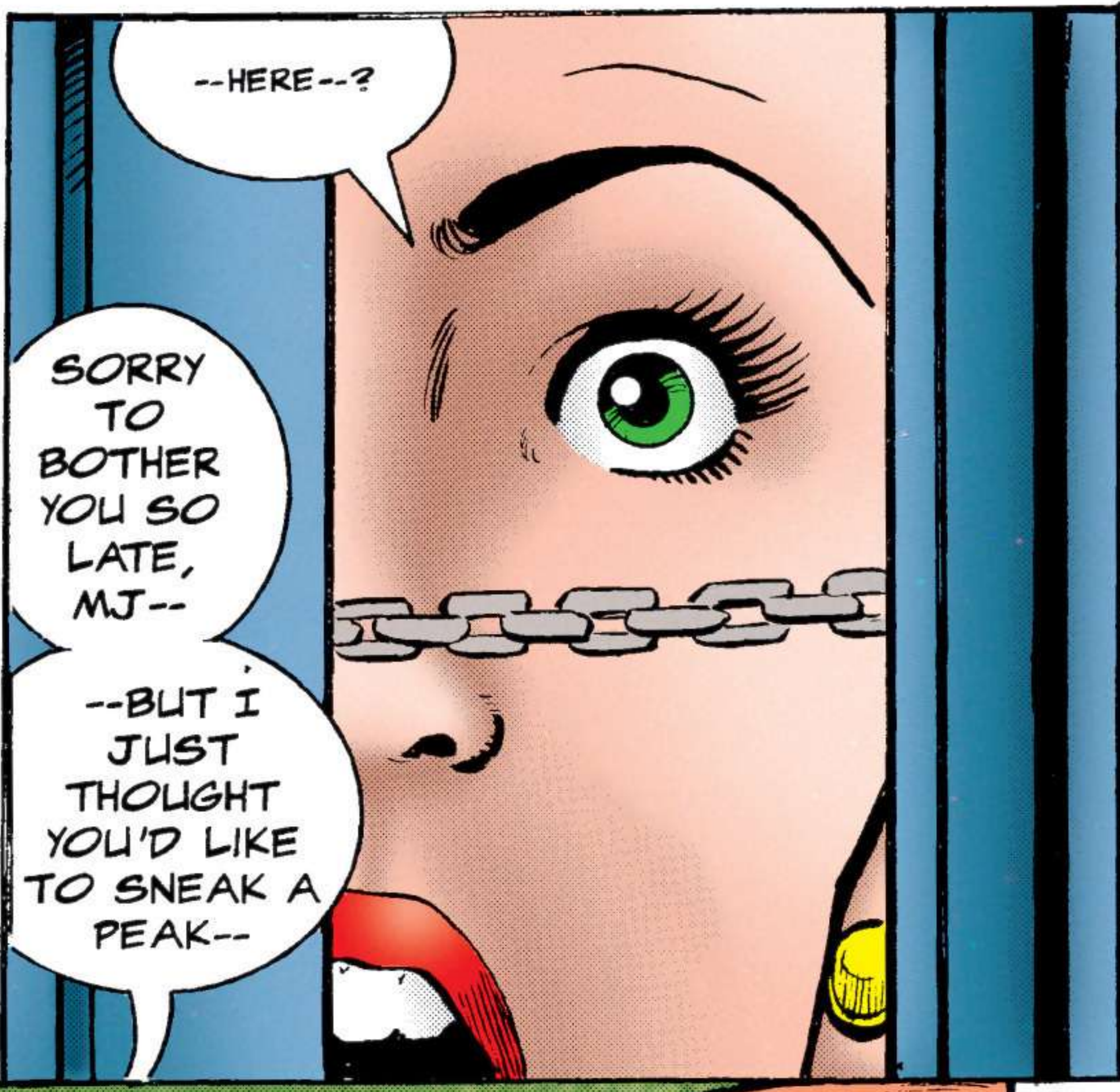
BING BONG!



AS IF ON CLUE.

IT'S ALMOST MIDNIGHT.

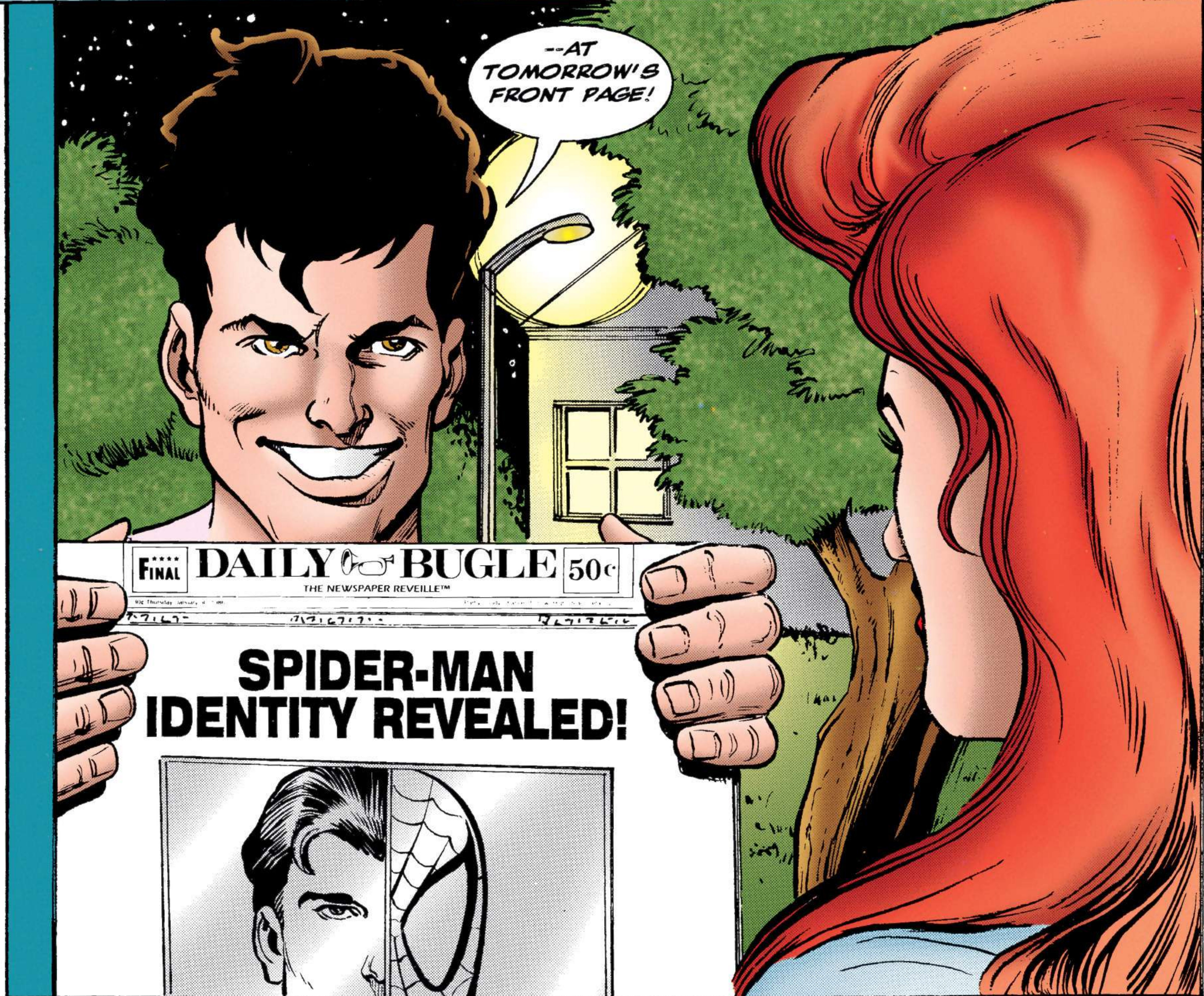
WHO COULD IT BE? WHO EVEN KNOWS I'M STAYING--



--HERE--?

SORRY TO BOTHER YOU SO LATE, MJ--

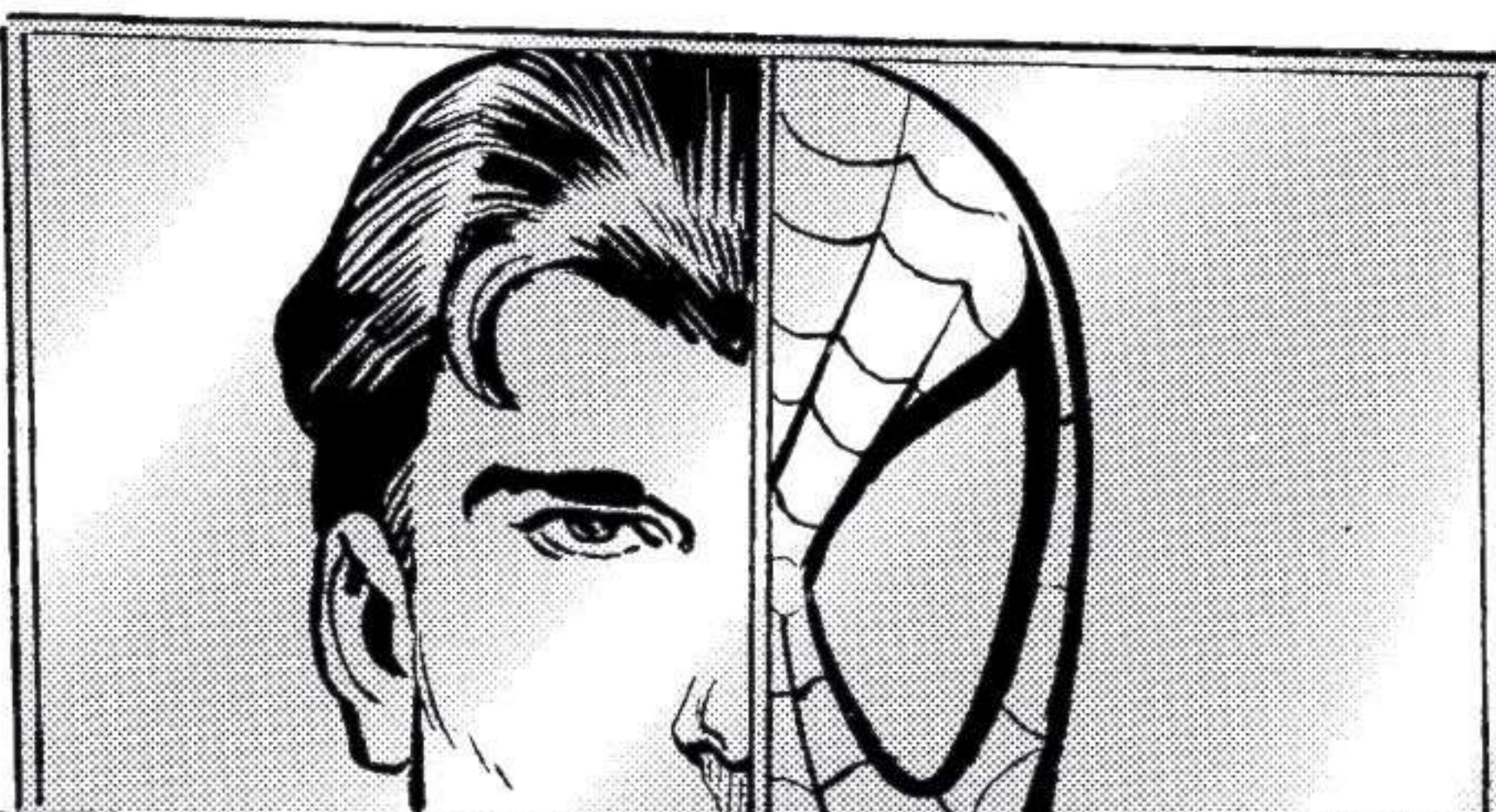
--BUT I JUST THOUGHT YOU'D LIKE TO SNEAK A PEAK--



--AT TOMORROW'S FRONT PAGE!

FINAL DAILY BUGLE 50c
THE NEWSPAPER REVEILLE™

SPIDER-MAN IDENTITY REVEALED!



FALCONER, ERIC
SCHWINNER,
CONTONI. WE'RE
BURNING THE
MIDNIGHT OIL.

I FEEL LIKE THEY
ALL LOOK,
EXHAUSTED.

GALANNAN

ALTERNATIVE RESEARCH FOR IMMUNIZATION DEVELOPMENT

MORE THAN MENTALLY
FATIGUED, THOUGH--
PHYSICALLY SHOT.

THAT
SHOULDN'T
BE.

BUT EVER SINCE
MY FIGHT WITH
TENDRIL, I'VE
FELT *SLUGGISH*.

I THOUGHT IT WAS
JUST THE PRESSURE
AND ALL.

I TAKE A
BREAK
AND DO A
QUICK
WORK-UP
OF MY
OWN
BLOOD.

I DON'T LIKE WHAT
I FIND, BUT I
DON'T HAVE THE
TIME TO DEAL
WITH IT RIGHT NOW.

VERYS IS NOW
TENDRIL
BECAUSE MY
*GENOME
STRUCTURE*
BECAME
ATTACHED TO
HIS DNA
SEQUENCE.

THAT ALLOWED
HIS BODY TO
SUCCESSFULLY
WARD OFF THE
NECROTIZING
FASCITIS HE HAD
CONTRACTED.

WITHOUT THE *EXONS*
FROM MY *mRNA*
SEQUENCING, MONICA'S
SSD WOULD HAVE
CREATED *ANOTHER*
VERSION OF CONTONI.

VERYS WOULD HAVE
SURVIVED, BUT THE CURE
WOULDN'T HAVE BEEN
PREFERABLE TO THE
DISEASE. THE *PATENT* ON
THE TREATMENT WOULD BE
USELESS.

I'VE KNOWN THIS ALL
ALONG, AND HAD TO
DANCE AROUND THE
ISSUE WITH ERIC--

--BECAUSE I
COULDN'T TELL HIM
IT WAS MY "SPIDER-
BLOOD" WHICH MADE
THE DIFFERENCE!

BUT NOW WE'VE
ISOLATED THE
CHANGES IN VERYS'S
*POLYGENETIC
STRUCTURE* AND WE
CAN PINPOINT WHAT
NEEDS TO BE DONE.

BOTH TO *RESET*
THE *OPERONS* IN
VERYS, REVERTING
HIM BACK TO A
BASELINE *HUMAN*
GENETIC PATTERN--

--AND TO DO THE SAME FOR CONTONI!

WILL

IT

WORK?

IT'S A COMPLICATED PROCEDURE, PAUL.

AND IT'S STILL DEPENDENT ON TWO THINGS: ONE, THE GENOME ACCELERATOR EQUIPMENT WILL REQUIRE PRECISE WAVELENGTH CALIBRATION.

AND TWO: WE STILL HAVE TO APPREHEND VERYS FOR ANY OF THIS TO WORK!

GOD--AND LUCK--WILLING--AND WE'LL BE ABLE TO CURE YOU FOREVER!

FUNNY. SEE...IT WAS MY BLOOD THAT CHANGED VERYS.

AND SOMEHOW, EITHER HERE IN THE LAB OR DURING MY FIGHT WITH HIM--

--I'VE CONTRACTED THE NECROTIZING FASCITIS SKIN DISEASE!

SO NOW I NEED VERYS, TOO--

--NOT ONLY TO SAVE MY LIFE, BUT (HERE'S THE FUNNY AND IRONIC PART, ALL THINGS CONSIDERED)--

--BY COMBINING THE ELEMENTS OF HIS STRUCTURE BACK INTO MY OWN--

--AND BY USING THE GENOME ACCELERATOR WHICH IRRADIATED THE SPIDER THAT BIT ME SO MANY YEARS AGO--

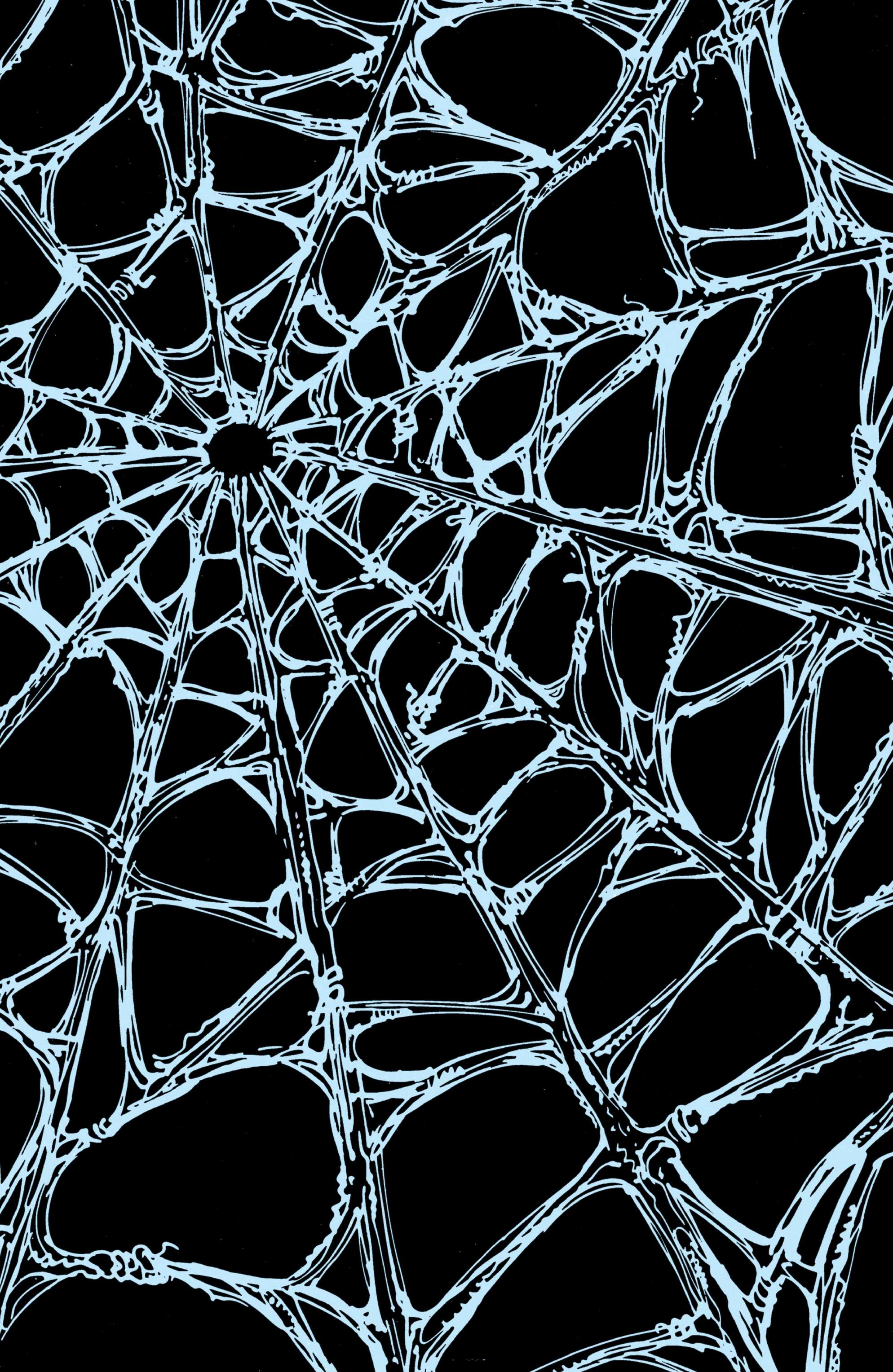
--I'LL HAVE A WAY TO GET RID OF MY SPIDER-POWERS ONCE AND FOR ALL!



TO BE CONCLUDED!

NEXT:







#4
MAR

SPIDER-MAN THE FINAL ADVENTURE



Albrecht

The Presentation **STAN LEE**
dreads making! Is this it?

Will this be
the **FINAL**
ADVENTURE of
PETER PARKER
as

SPIDER-MAN

TO END THE BEGIN

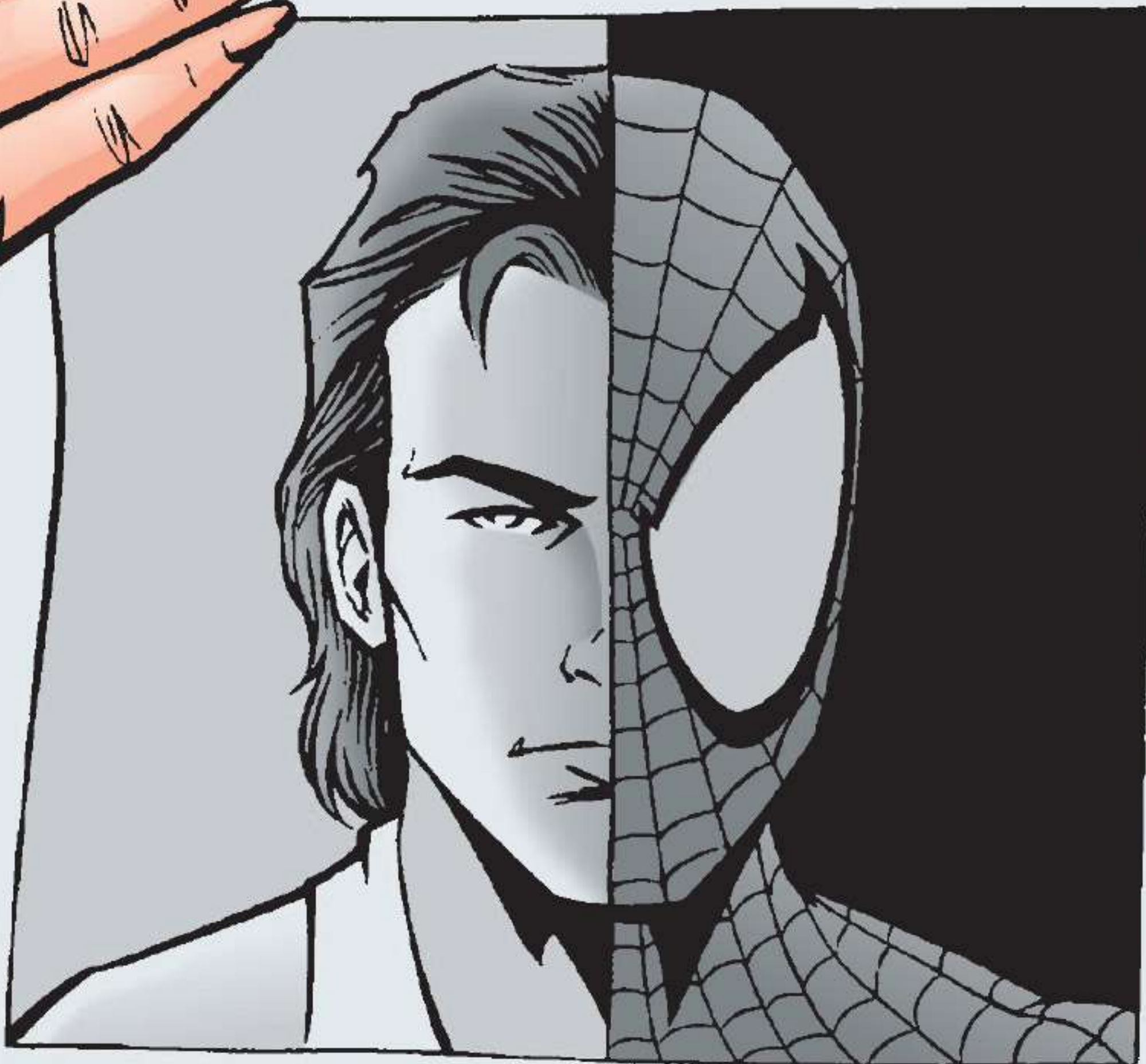
brought to you by:
FABIAN NICIEZA
writer
DARICK ROBERTSON
penciler
JEFF ALBRECHT,
GREG ADAMS &
CHRIS IVY
inkers

BILL OAKLEY / N.J.Q.
letters
GREG WRIGHT
color art
MALIBU
color separations
GLENN GREENBERG
front end
TOM BREVOORT
back end
BOB BUDIANSKY
loose end
BOB HARRAS
top end

IS THIS
SUPPOSED
TO SCARE
ME, MR.
ELLIS?

DAILY  BUGLE

SPIDER-MAN IDENTITY REVEALED!



KEN ELLIS,
REPORTER
FOR THE
DAILY
BUGLE,
SMILES.

WHAT GETS
HIS BONES
UP MORE,
HE
WONDERS?

THE FACT THAT MARY
JANE WATSON-PARKER
IS SEXY AS ALL GET-
OUT WHEN SHE'S
ANGRY?

OR THAT
PREGNANT WOMEN
ALWAYS LOOK
GOOD TO HIM?

OR THAT HE CAN
SENSE HE'S
CLOSING IN FOR
THE KILL?

MY HUSBAND
WORKED IN
NEWSPAPERS LONG
ENOUGH--

--FOR ME TO
BE ABLE TO TELL THE
DIFFERENCE BETWEEN A
REAL FRONT PAGE
PRESS PROOF--

--AND
A LAME HOME-
COMPUTER
MOCK-UP!

CAN'T
BLAME A
GUY FOR
TRYING,
M.J.

YES, I
CAN,
ELLIS!

YOU'VE
HOUNDED
PETER AND
ME FOR
DAYS NOW--
WHY?

'CAUSE I NEED
YOU TWO FOR MY
STORY, THAT'S
WHY!

THERE'S A
CONNECTION
BETWEEN SPIDER-
MAN, THE SCARLET
SPIDER, THE GUY IN
THE NEW SPIDER-
COSTUME AND YOUR
HUSBAND!

"DON'T LOOK
UP," BOTH MJ
AND HER
CEILING-CLINGING
GUEST SILENTLY
MUTTER TO
THEMSELVES.

IF ELLIS WERE
TO SEE BEN
REILLY...

OR THAT SHE
FIGURED OUT HIS
CHEAP ATTEMPT TO
SCARE HER INTO
TALKING?



TALK TO ME, MRS. W-P!

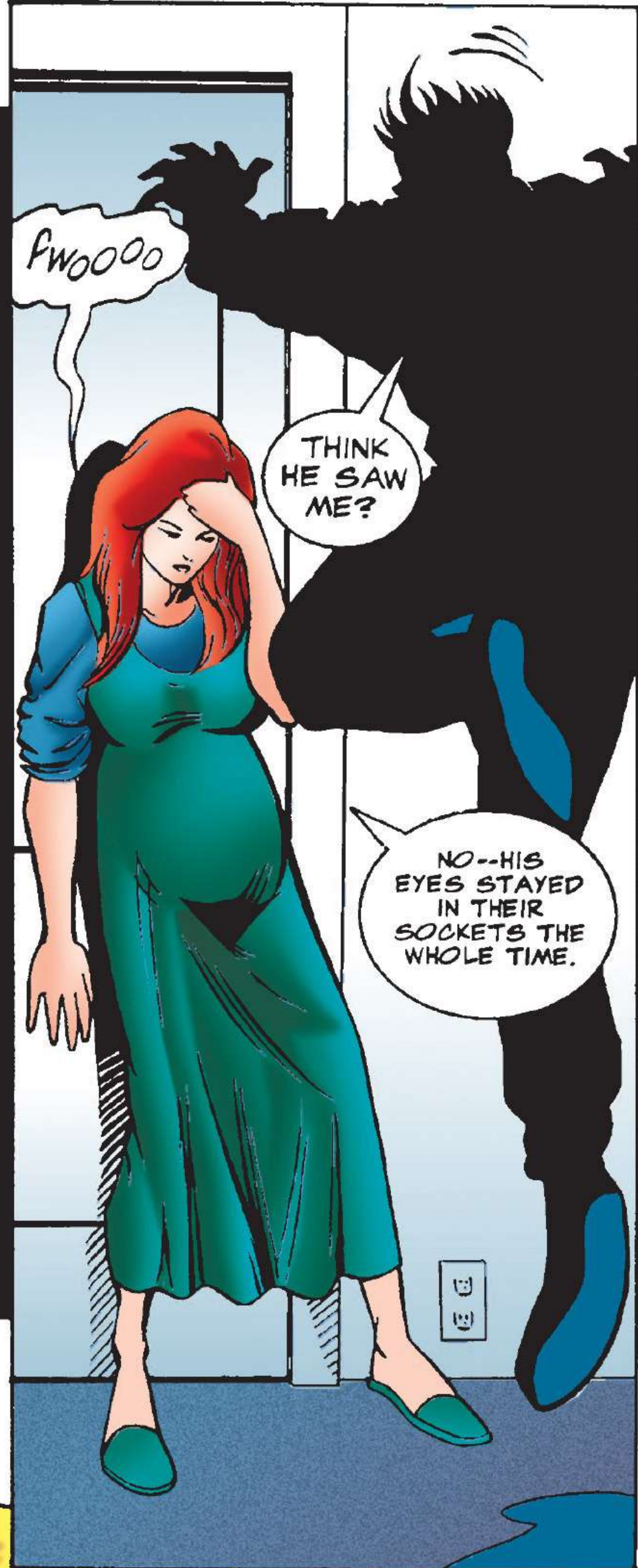
PROVE TO ME THAT I'M WRONG ABOUT PETER AND THE SPIDEYS!

YOU'RE A REPORTER, ELLIS--I DON'T HAVE TO PROVE YOU WRONG--



--YOU HAVE TO PROVE YOU'RE RIGHT!

SLAM



FWOOOO

THINK HE SAW ME?

NO--HIS EYES STAYED IN THEIR SOCKETS THE WHOLE TIME.



PROBABLY WASN'T SUCH A GOOD IDEA FOR ME TO COME HERE, HUH?

BEN, IT'LL ALWAYS BE HARD TO WORK THROUGH--

--BUT YOU HAVE AS MUCH RIGHT TO MAY'S HOUSE--THESE MEMORIES--AND OLD FRIENDS--AS MY PETER DOES.

I SCREAM CLONES.

DON'T EVEN JOKE ABOUT ICE CREAM AROUND A PREGNANT WOMAN!

ELLIS WON'T GIVE UP, WILL HE?



NO...HE'S A SNARK. A SNAKE AND A SHARK. HE WON'T STOP...

...UNLESS IT'S IN HIS BEST INTEREST...

DEVILISH GRIN EQUALS AN IDEA?

"THE ENEMY OF MY ENEMY..."

"...IS MY FRIEND."
HOW IRONIC.

MY ENEMY IS A DISEASE WHICH IS EATING AWAY AT THE VERY THING THAT MAKES PETER PARKER WHO HE IS--SPIDER-MAN.

AND I'M SCOURING PORTLAND, SEARCHING FOR A MADMAN ON THE LOOSE.

A SUPERHUMAN KILLER I'M INDIRECTLY RESPONSIBLE FOR CREATING.

RIVER
VERYS--TENDRIL--
WHO GAVE ME THE
NECROTIZING
FASCITIS WHICH
IS CHEWING AWAY
AT MY GENETIC
STRUCTURE.

THE MAN HOLDING
THE KEY TO SAVING
MY LIFE--

--AND
POSSIBLY
ELIMINATING
MY SPIDER-
POWERS AT
THE SAME
TIME!

WE STUDIED
THE FIRST
RECIPIENT OF
THE SYNTHETIC
SKIN DERIVATIVE
THAT CHANGED
VERYS--

--AND FOUND A
WAY TO TRACK
HIS ENERGY
SIGNATURE.

I RIGGED A
SCANNER AND
LEFT THE
PEOPLE AT
GARID--THE
SCIENCE LAB
WHERE I WORK,
AND WHERE
VERYS WAS A
PATIENT.

I HAVE TO
FIND
TENDRIL
BEFORE
THEY DO.

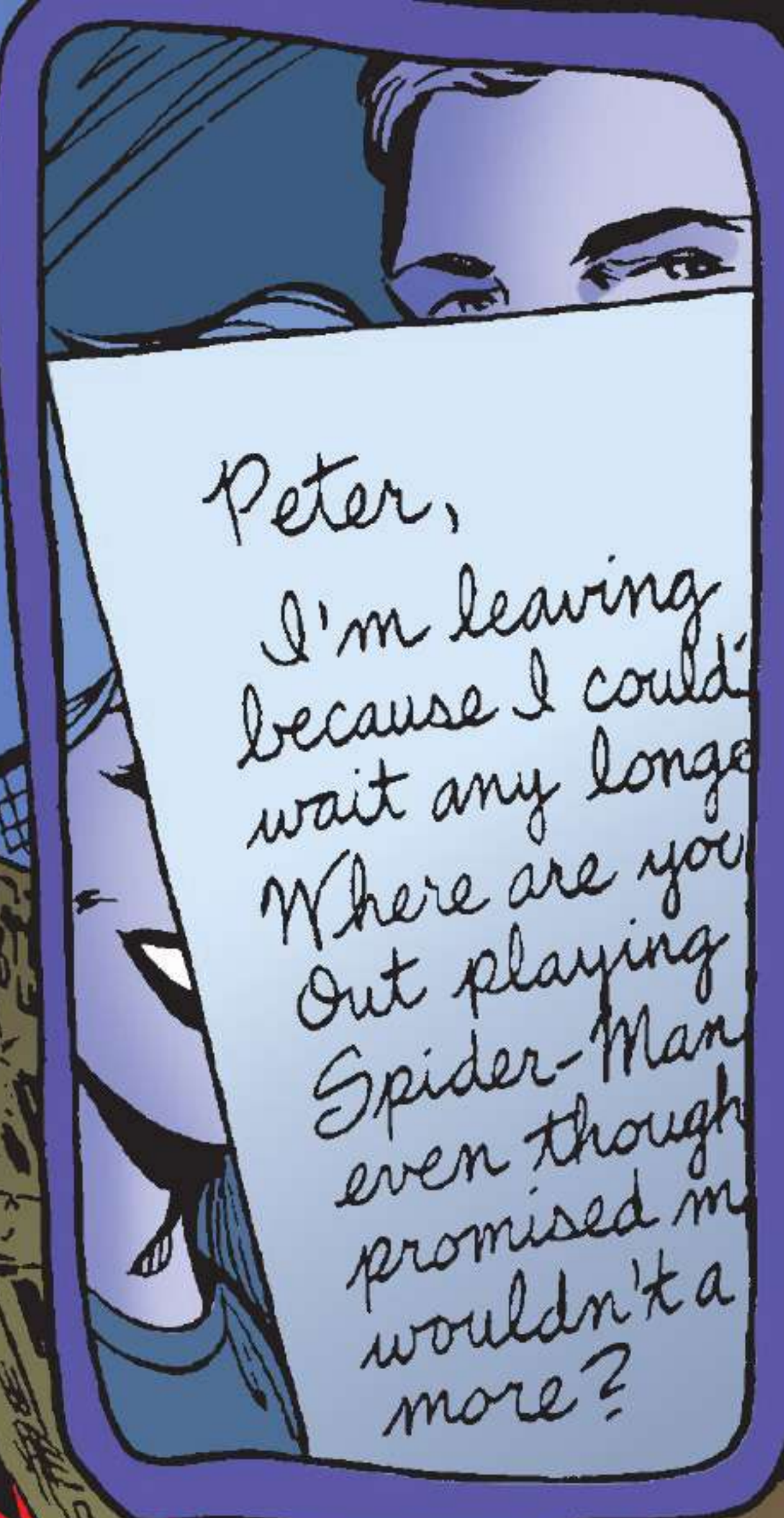




STOP
HIS
MURDER
SPREE--

--LEARN
MORE
ABOUT MY
OWN
BIOLOGICAL
SYSTEMS--

--BE PREPARED
SHOULD MY
UNBORN CHILD
NEED HELP DOWN
THE ROAD--

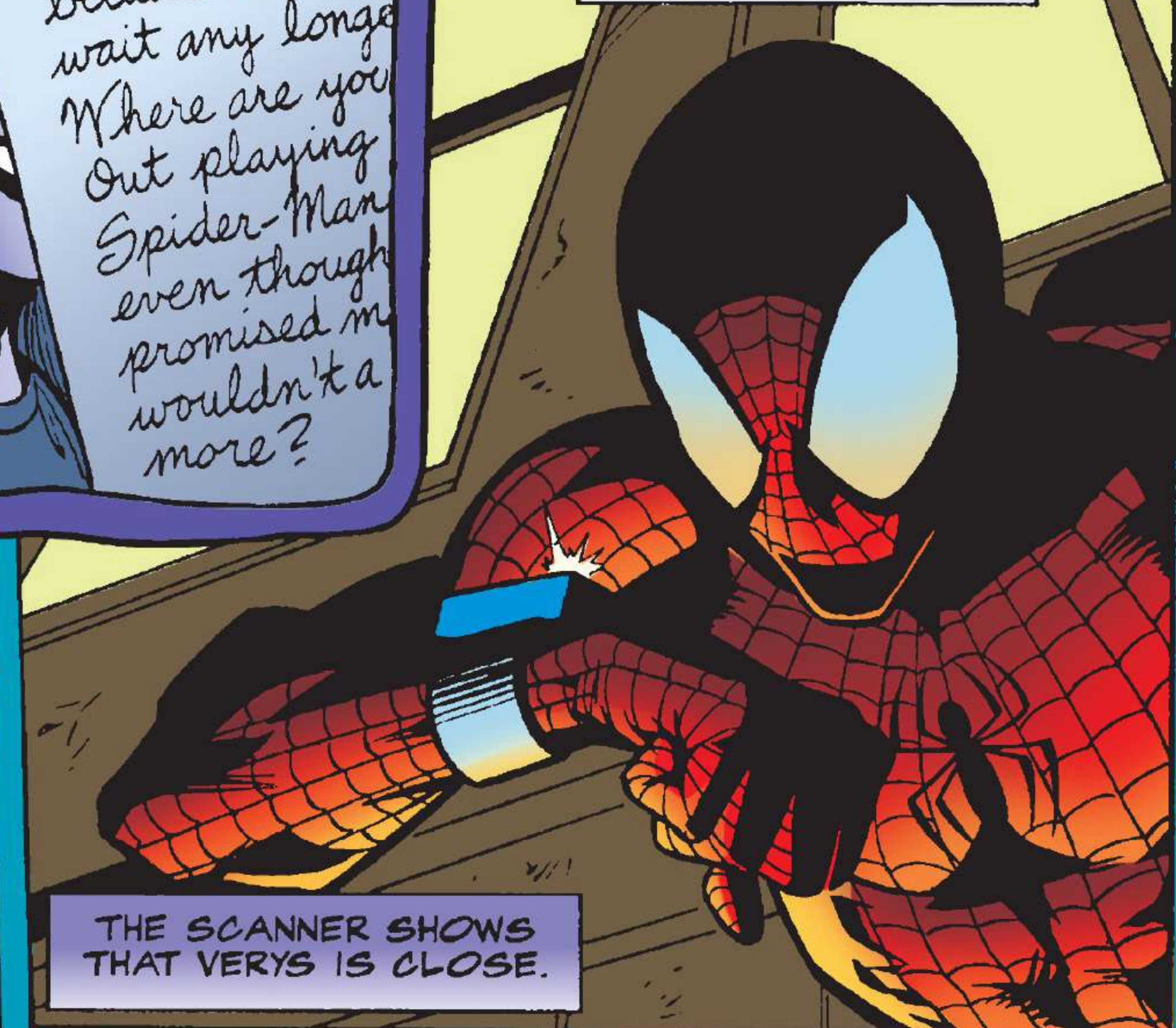


Peter,
I'm leaving
because I could
wait any longer
Where are you
Out playing
Spider-Man
even though
promised me
wouldn't a
more?

--FIX EVERYTHING--

--WITH MJ...

SPIDER-SENSE
JUST JIGGLED LIKE
CHRIS FARLEY ON A
BAD SNL SKIT.

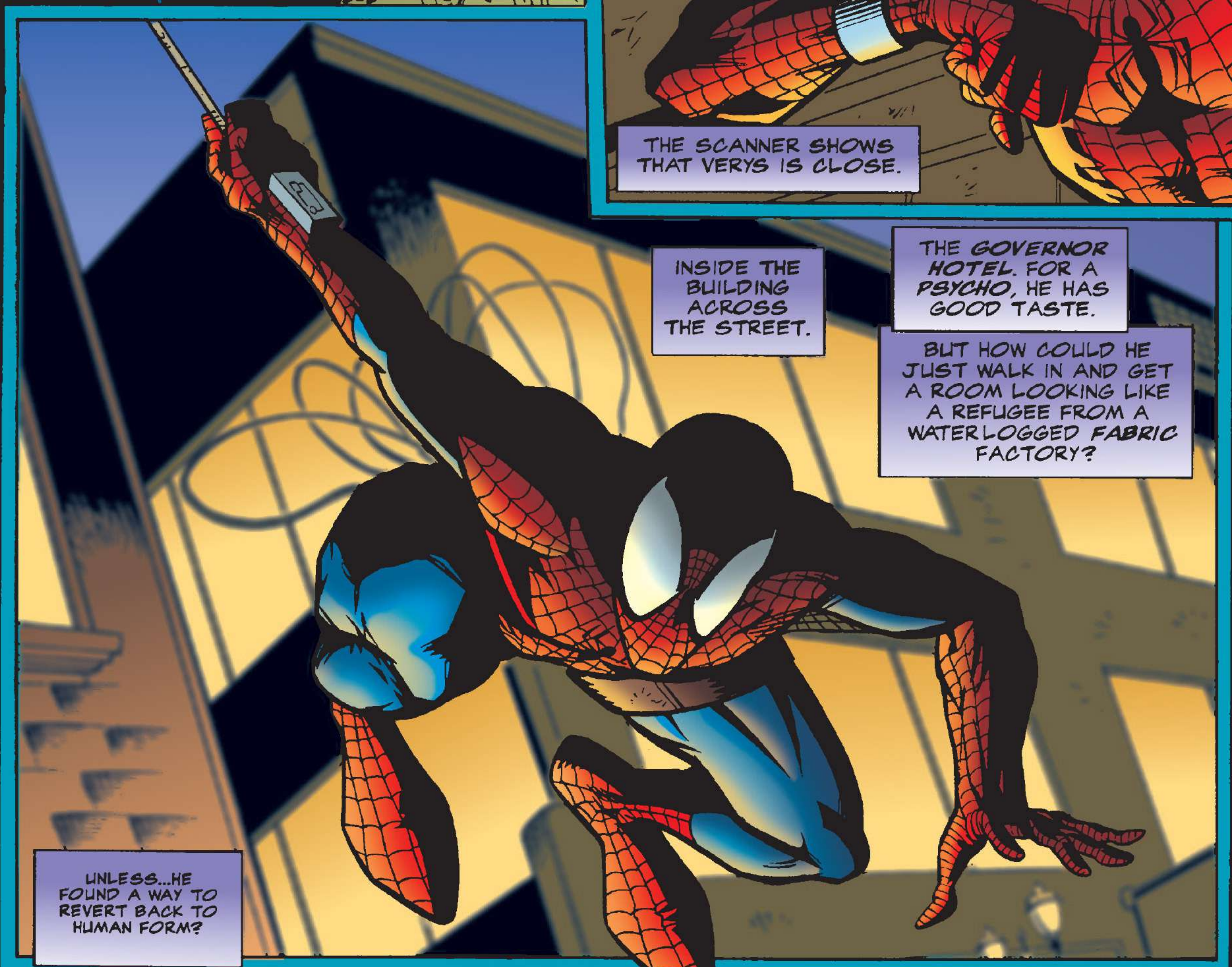


THE SCANNER SHOWS
THAT VERYS IS CLOSE.

INSIDE THE
BUILDING
ACROSS
THE STREET.

THE GOVERNOR
HOTEL. FOR A
PSYCHO, HE HAS
GOOD TASTE.

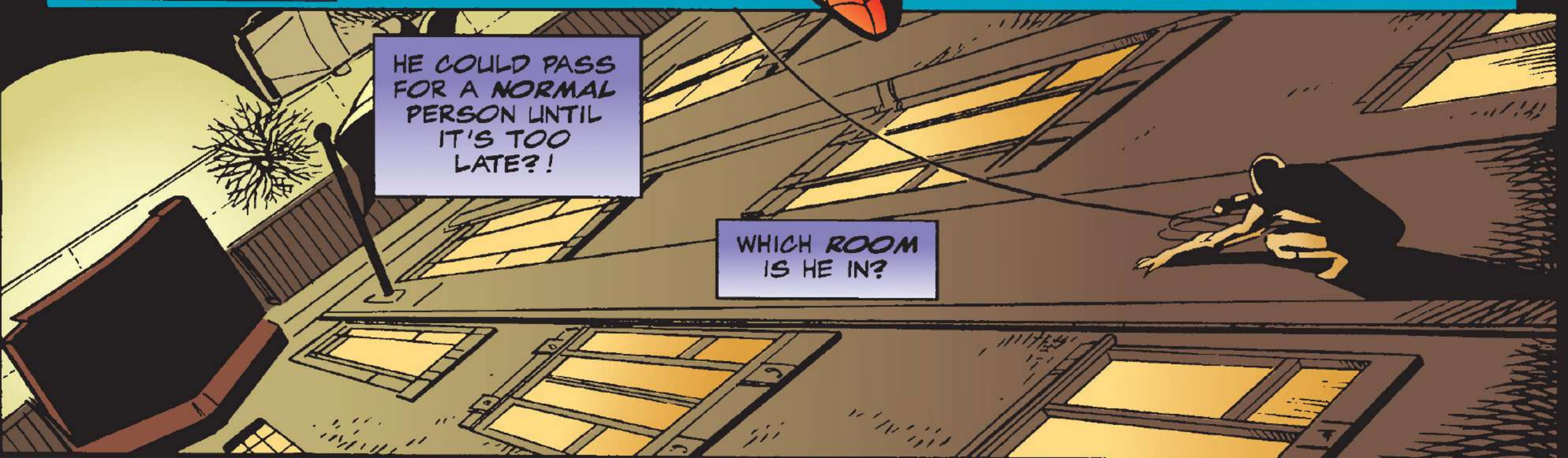
BUT HOW COULD HE
JUST WALK IN AND GET
A ROOM LOOKING LIKE
A REFUGEE FROM A
WATERLOGGED FABRIC
FACTORY?

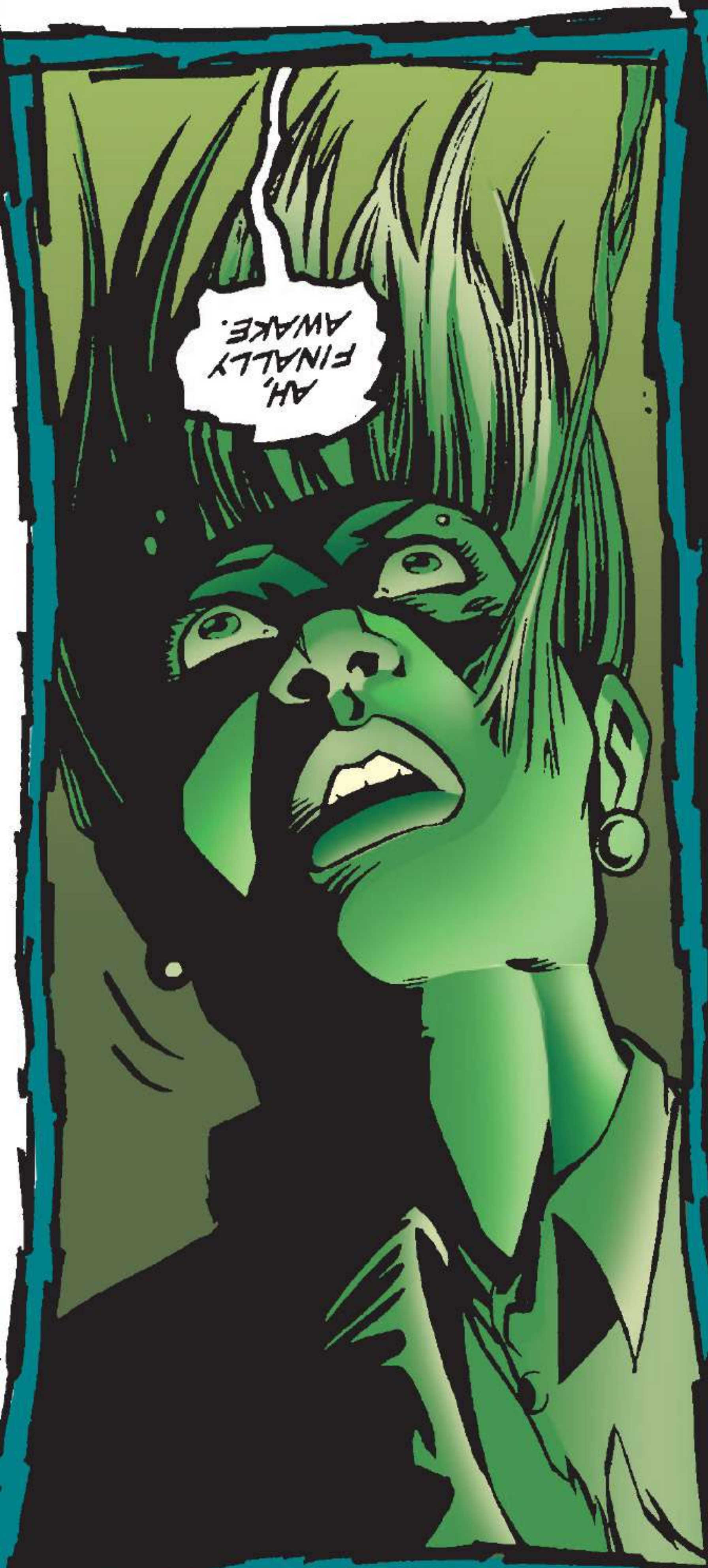


UNLESS...HE
FOUND A WAY TO
REVERT BACK TO
HUMAN FORM?

HE COULD PASS
FOR A NORMAL
PERSON UNTIL
IT'S TOO
LATE?!

WHICH ROOM
IS HE IN?





AH,
FINALLY
AWAKE.



DON'T
SCREAM.
JUST
RELAX AND
ACCEPT...
...THAT
SOMEONE
ELSE...



...HAS
COMPLETE
CONTROL--



--OVER
YOUR LIFE AND
DEATH!

WH-WHO
ARE
Y-YOU--?

I'M THE
DIRT UNDER
YOUR
FINGERNAILS.

I'M THE
SCAB YOU PICK
AT AGAIN AND
AGAIN.

I'M
THE STINK YOU
TASTE WHEN
YOU'RE SICK.

MY NAME IS
RIVER. GO WITH
THE FLOW.

RIDE THE
RAGING RAPIDS
OF MY ANGER.

HATRED
LIKE A
CURRENT--

--OF BLOOD...
COURSING
THROUGH YOUR
VEINS...

...WAITING
TO SPLASH
OUT...



Y-
YOU'RE--
OR-
CRAZY--!

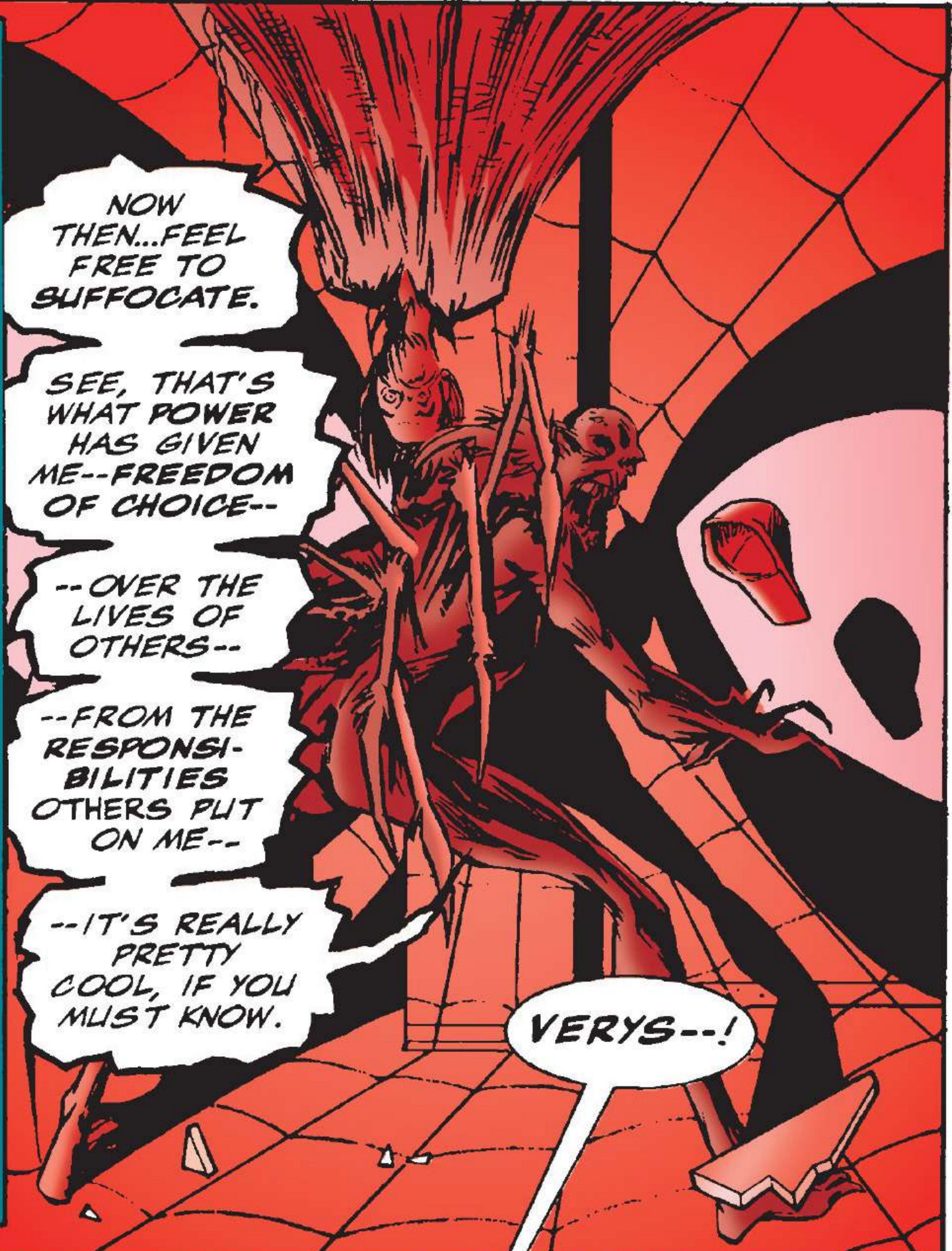
OR I
JUST HAVE A
DIFFERENT
DEFINITION OF
THE WORD
SANITY?

ARE YOU--
G-GROWING--
ARMS--?



YEAH...THEY
DON'T DO
MUCH, BUT THEY
LOOK GREAT!

SLITH
THUP



NOW
THEN...FEEL
FREE TO
SUFFOCATE.

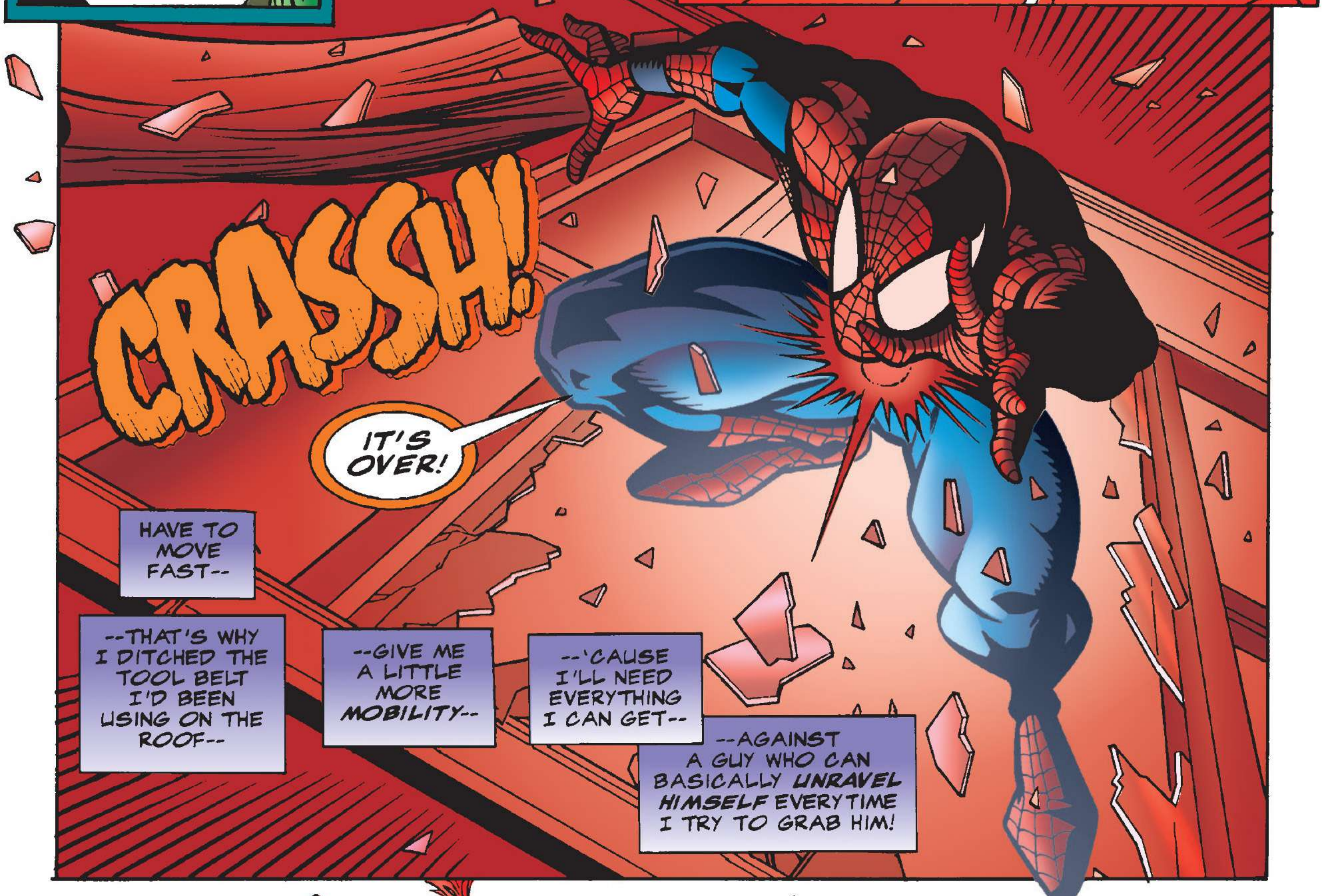
SEE, THAT'S
WHAT POWER
HAS GIVEN
ME--FREEDOM
OF CHOICE--

--OVER THE
LIVES OF
OTHERS--

--FROM THE
RESPONSI-
BILITIES
OTHERS PUT
ON ME--

--IT'S REALLY
PRETTY
COOL, IF YOU
MUST KNOW.

VERYS--!



CRASSH!

IT'S
OVER!

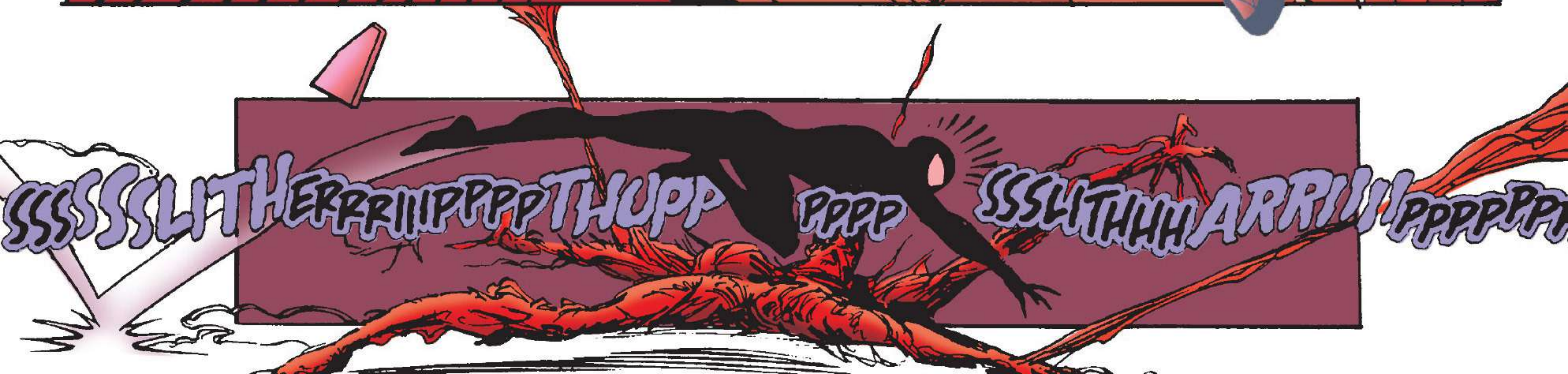
HAVE TO
MOVE
FAST--

--THAT'S WHY
I DITCHED THE
TOOL BELT
I'D BEEN
USING ON THE
ROOF--

--GIVE ME
A LITTLE
MORE
MOBILITY--

--'CAUSE
I'LL NEED
EVERYTHING
I CAN GET--

--AGAINST
A GUY WHO CAN
BASICALLY UNRAVEL
HIMSELF EVERYTIME
I TRY TO GRAB HIM!



SSSSSLITHERRRIIPPPPTTHUPPP PPPP SSSLTHHHARRRII! PPPPPPP



HERE'SSS YOUR CHOICE--COME AFTER ME--AND THE GIRL CHOKESSS--

NO CHOICE AT ALL.

AND I DON'T EVEN MAKE A WITTY COMEBACK.



NOT MUCH IS FUNNY IN ALL THIS.

THANK YOU, THANK YOU

OR MAYBE I'VE JUST... OUT-GROWN... THAT BANTER?

I PULL TENDRIL'S CLOTH-LIKE GLOP OFF HER NOSE AND MOUTH.



TINGLE, TINGLE.

IT'S OKAY NOW, MA'AM.

OPEN UP IN THERE-- THIS IS THE MANAGEMENT!

THEY PROBABLY WANT TO CHARGE ME FOR THAT SNICKERS BAR I ATE FROM THE SERVOBAR.



HAH. I STILL GOT IT.

OH GOD, MR. FORBES IS DEAD!

NOW I JUST HAVE TO REMEMBER THE RIGHT TIMES TO USE IT.

COPS. AND GARID SECURITY GUARDS. GREAT. TOO CROWDED.



I DON'T HAVE THE LUXURY OF PLAYING KEY-STONE COPS WITH THESE GUYS.

I DON'T HAVE THE TIME...I'M WRONG INSIDE... I CAN FEEL IT.

HOW LONG BEFORE THE FASCITIS EATS AWAY AT ANY CHANCE I HAVE LEFT OF MAKING THINGS RIGHT?

MANHATTAN.
TWO A. M.

THE PRESSES
RUN ALL NIGHT
LONG TO GET THE
MORNING EDITION
OUT.

THE INK IS LIKE LIFE'S
BLOOD TO THE PEOPLE
WHO LIVE AND BREATHE
NEWSPAPERS.

CHINKLUN
CHINKLUN
CHINKLUN

PEOPLE LIKE
MANAGING
EDITOR, JOE
ROBERTSON.

WORDS AREN'T SPOKEN
INSIDE THE PRESS
ROOM. IT'S TOO LOUD.

DAILY BUGLE
MAYOR'S WIFE ON
TAXPAYER BINGE

WORDS AREN'T
NEEDED. WHEN
IT'S RIGHT, YOU
FEEL IT.

THE MAYOR'S WIFE CAUGHT
IN PARIS SPENDING
TAXPAYERS' DOLLARS.

IT'S
RIGHT.

ROBBIE--?

hmm--?

MJ?

WHAT
ARE YOU
DOING
HERE?

WHAT?

CHINKLUN
CHINKLUN
CHINKLUN



THIS WAY.
IT'S LESS
NOISY UP
HERE.

HOW
CAN YOU
STAND
IT?

STAND
WHAT?

NEVER
MIND.



THAT'S
BETTER. I
TAKE IT ELLIS
HAS BEEN
BOTHERING
YOU?

HE
WON'T
LET UP,
ROBBIE--

--HE
CAME TO MAY
PARKER'S HOUSE
AT MIDNIGHT AND
TRIED TO
AMBUSH ME INTO
TALKING!

I ASKED HIM TO
BACK OFF, THEN I
TOLD HIM TO!

I KNOW--BUT
HE'S NOT GOING TO.
HE SMELLS A STORY.

CHINKLUN
CHINKLUN



ROBBIE--AFTER
EVERYTHING WE'VE
BEEN THROUGH--THE
PREGNANCY, THE
TRIAL, THE SCARLET
SPIDER--THE
MOVE--

--I'M TIRED--
I DON'T KNOW
IF PETER AND I
HAVE ENOUGH
FIGHT LEFT IN
US TO STOP
ELLIS...

...FROM
RUINING OUR
LIVES.

UNDER-
STAND
WHAT I'M
SAYING?



I HATE
KILLING A
STORY, MJ.
SECOND WORST
THING I COULD
THINK OF
DOING.



CALVIN FALCONER AND THE COPS HAVE BEEN IN THE ROOM FOR HALF AN HOUR.

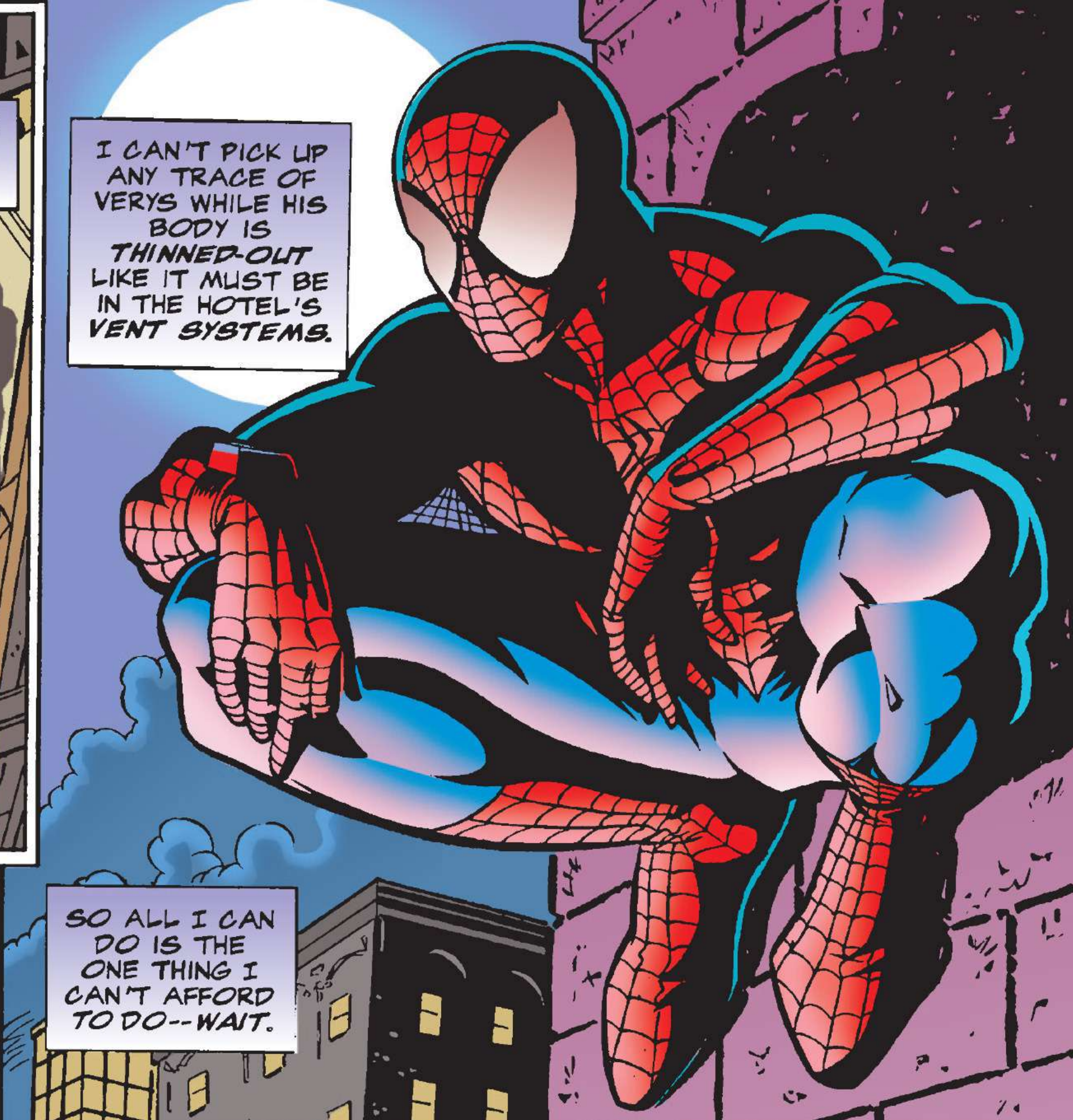


I RETRIEVED MY TOOL BELT AND SCANNER.

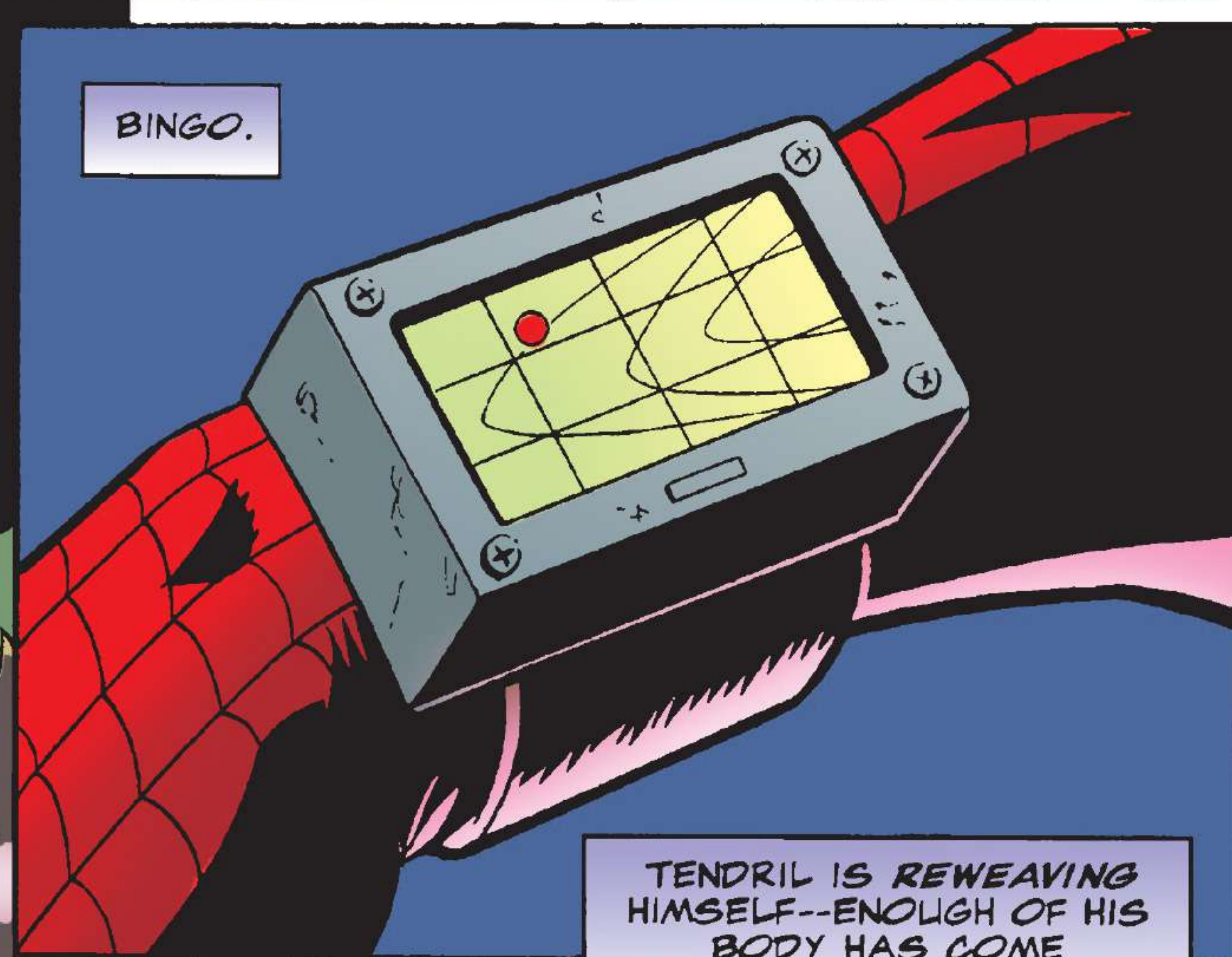
COPS ARE LEAVING? NO-- FANNING OUT--COVERING AS MUCH OF THE AREA AROUND THE HOTEL AS THEY CAN.

I CAN'T PICK UP ANY TRACE OF VERYS WHILE HIS BODY IS THINNED-OUT LIKE IT MUST BE IN THE HOTEL'S VENT SYSTEMS.

SO ALL I CAN DO IS THE ONE THING I CAN'T AFFORD TO DO--WAIT.



BINGO.

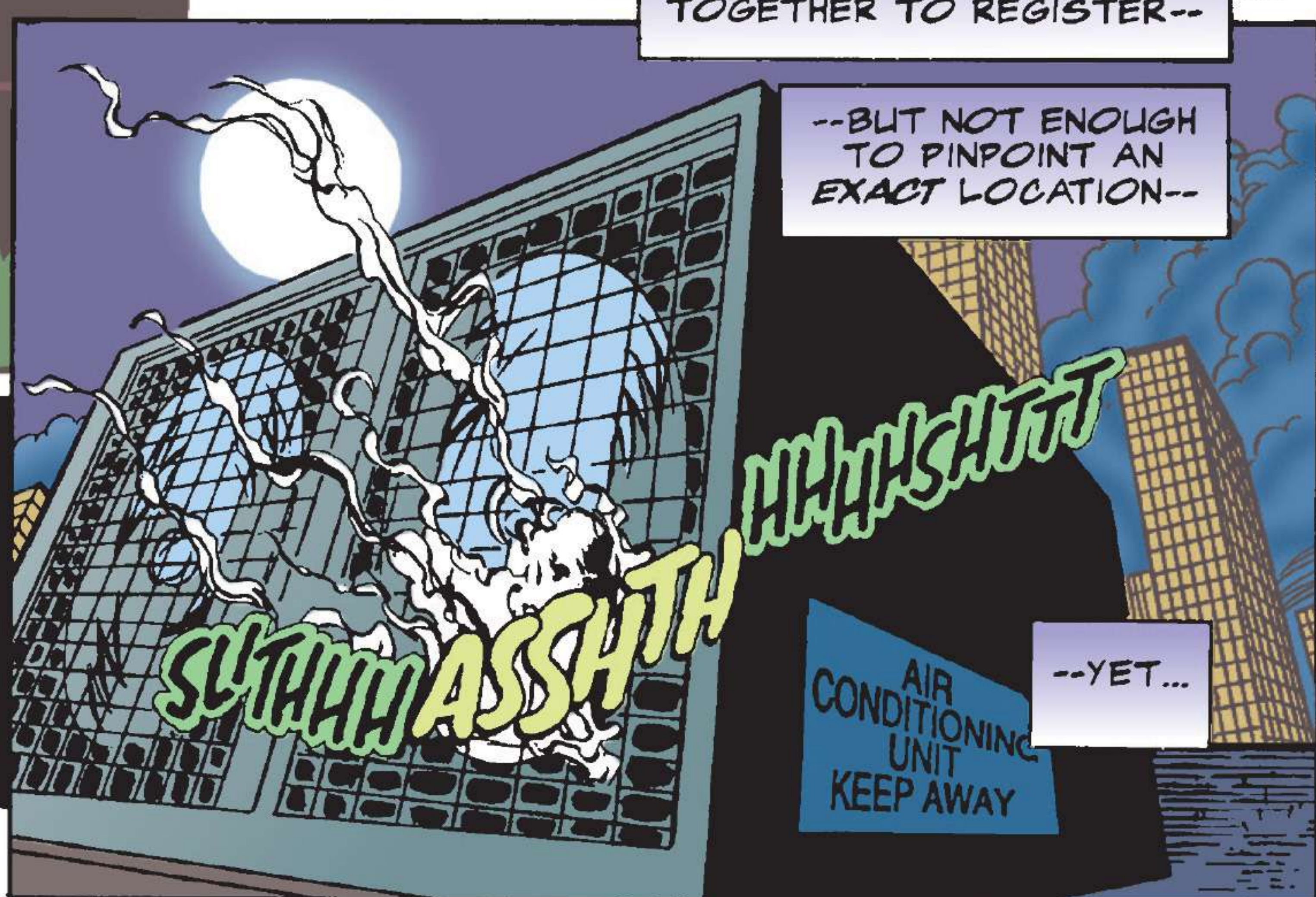


TENDRIL IS REWEAVING HIMSELF--ENOUGH OF HIS BODY HAS COME TOGETHER TO REGISTER--

CALVIN'S ENERGY-SIGNATURE DETECTOR IS MORE SOPHISTICATED THAN THE ONE I WHIPPED UP. MAYBE THEY PICKED UP VERYS ALREADY?

--BUT NOT ENOUGH TO PINPOINT AN EXACT LOCATION--

--YET...





...THERE!

ON THE
ROOFTOP
OF THE
GOVERNOR--

--COMING OUT
OF THE MAIN
AIR-CIRCULATION
GENERATOR!

BUT THE
SCANNER IS
PICKING UP
SOMETHING
ELSE--



SHITASH
TAHH

--SIGNATURE
SOURCE IS
BUILDING IN
INTENSITY--

SHRINK
SHRINK
RRNKK



DRYROT?!

YEEAGHH!!



PAUL CONTONI, THE FIRST
RECIPIENT OF DR. MONICA
STAPHOS'S SYNTHETIC SKIN
DERIVATIVE.

HER EXPERI-
MENTS SAVED
HIS LIFE--BUT
LEFT HIM
LIKE--THIS.

HAD
TO
STOP
HIM.

HE HAS AS MUCH TO
GAIN OR LOSE IN ALL
OF THIS AS I DO.

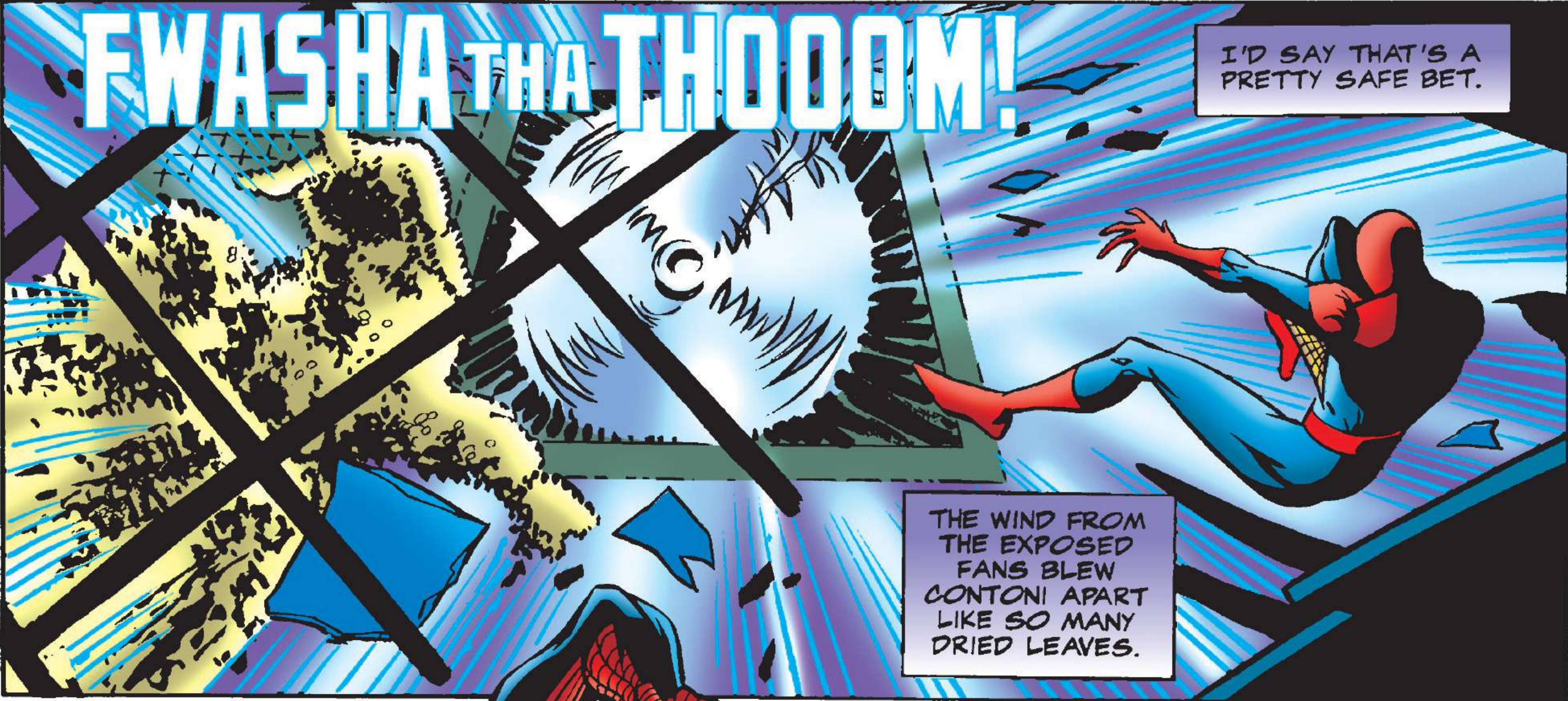


PAUL---I
KNOW HOW
IMPORTANT
APPREHENDING
VERYS IS TO
YOU--

--BUT YOU
DON'T HAVE
EXPERIENCE
AT THIS KIND
OF THING.

YOU DIDN'T
STOP VERYS--
JUST TORE HIM
APART SO HE
COULD ESCAPE
AGAIN...

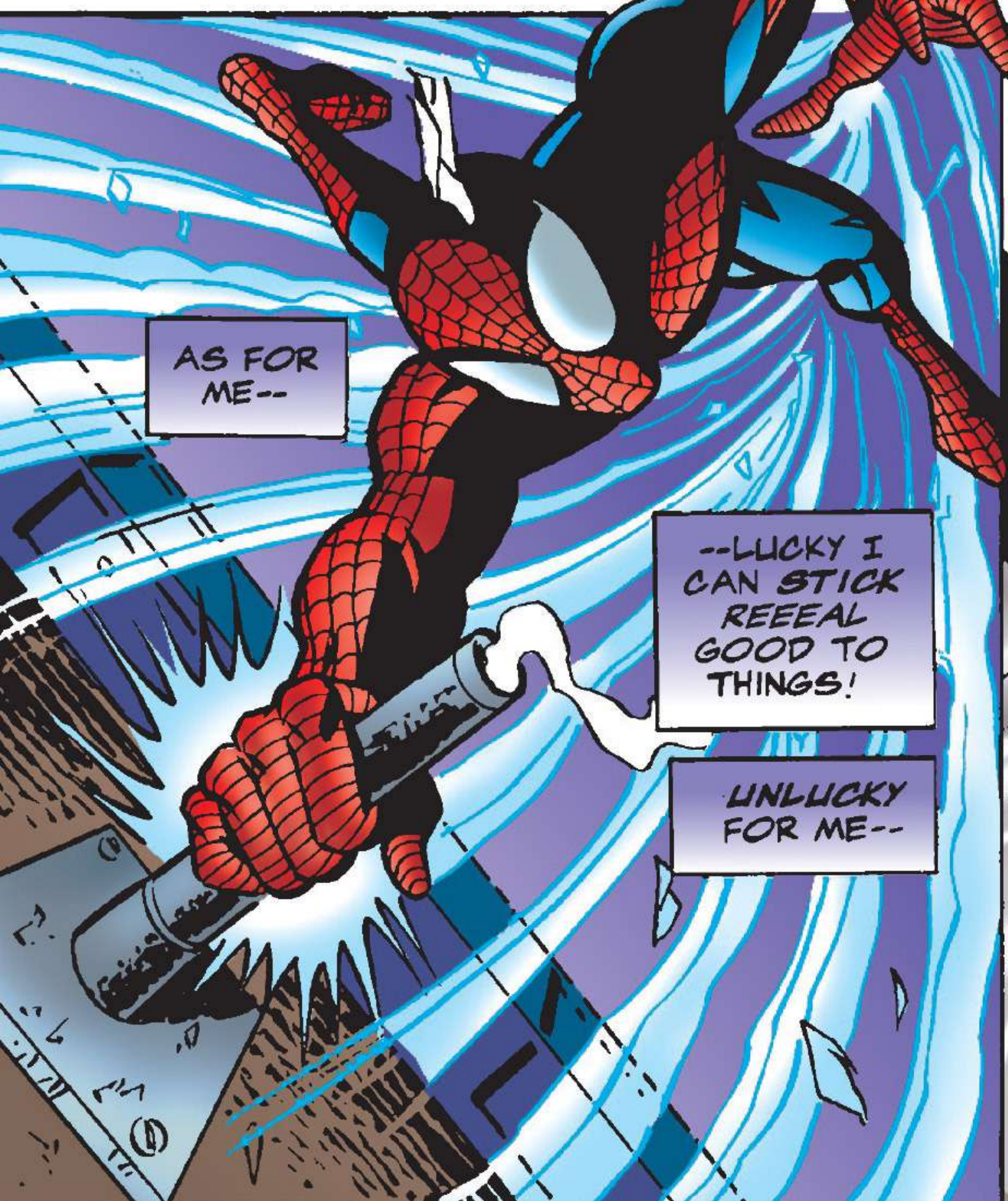
INTO
THE
GENERATOR?



FWASHA THA THOOOM!

I'D SAY THAT'S A
PRETTY SAFE BET.

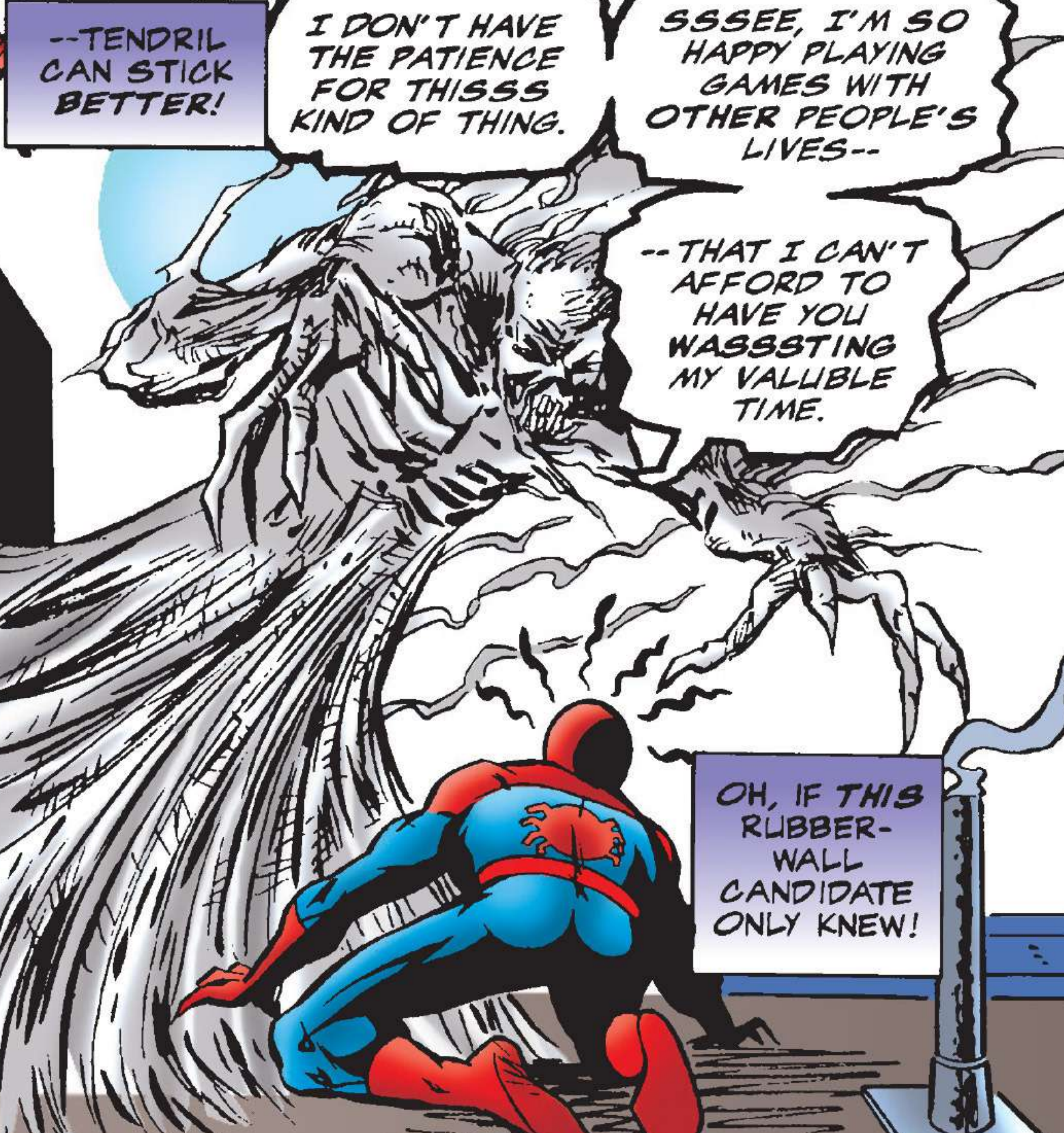
THE WIND FROM
THE EXPOSED
FANS BLEW
CONTONI APART
LIKE SO MANY
DRIED LEAVES.



AS FOR
ME--

--LUCKY I
CAN STICK
REEEAL
GOOD TO
THINGS!

UNLUCKY
FOR ME--



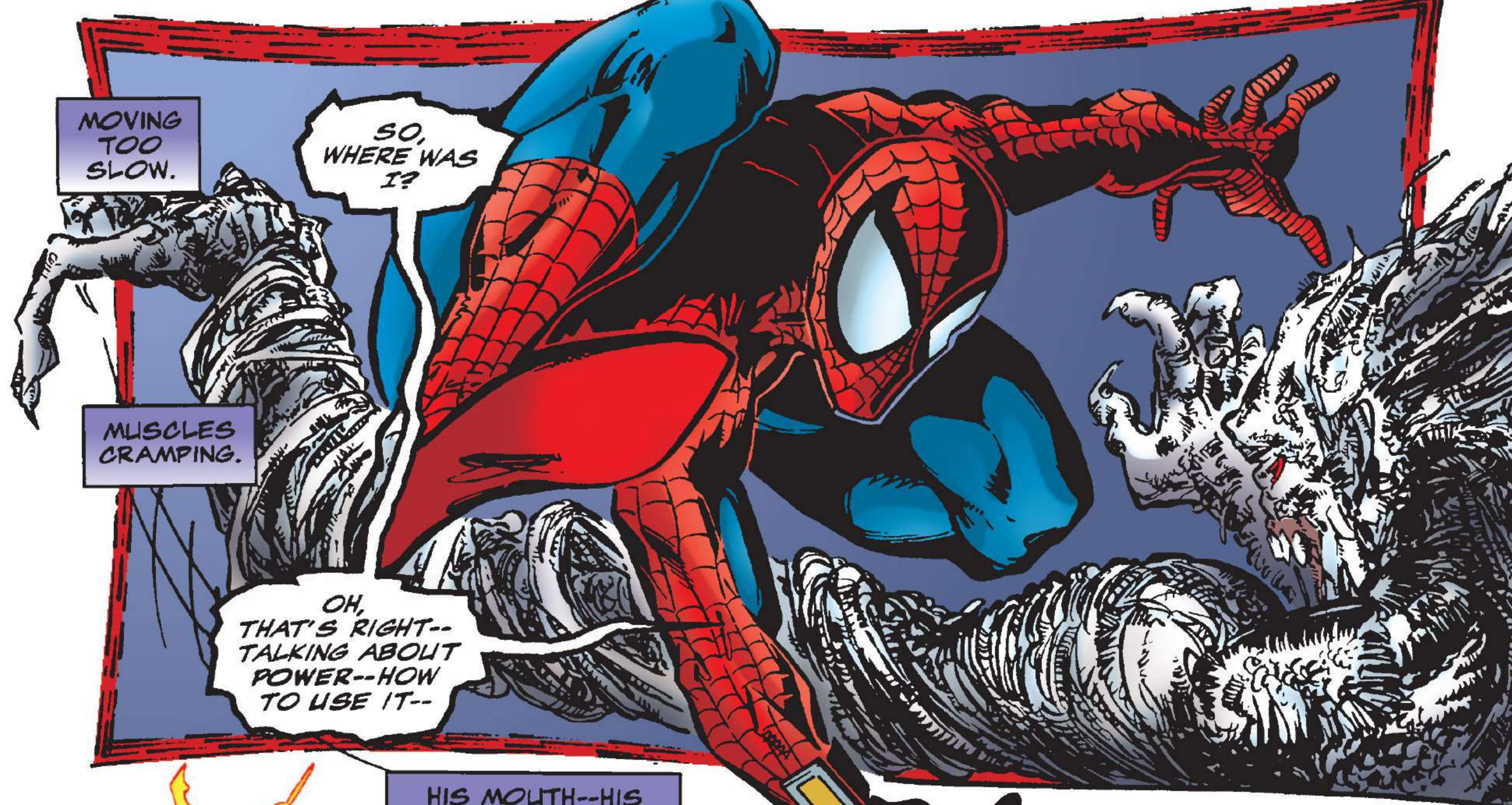
--TENDRIL
CAN STICK
BETTER!

I DON'T HAVE
THE PATIENCE
FOR THISSS
KIND OF THING.

SSSEE, I'M SO
HAPPY PLAYING
GAMES WITH
OTHER PEOPLE'S
LIVES--

--THAT I CAN'T
AFFORD TO
HAVE YOU
WASSSTING
MY VALLIBLE
TIME.

OH, IF THIS
RUBBER-
WALL
CANDIDATE
ONLY KNEW!



MOVING
TOO
SLOW.

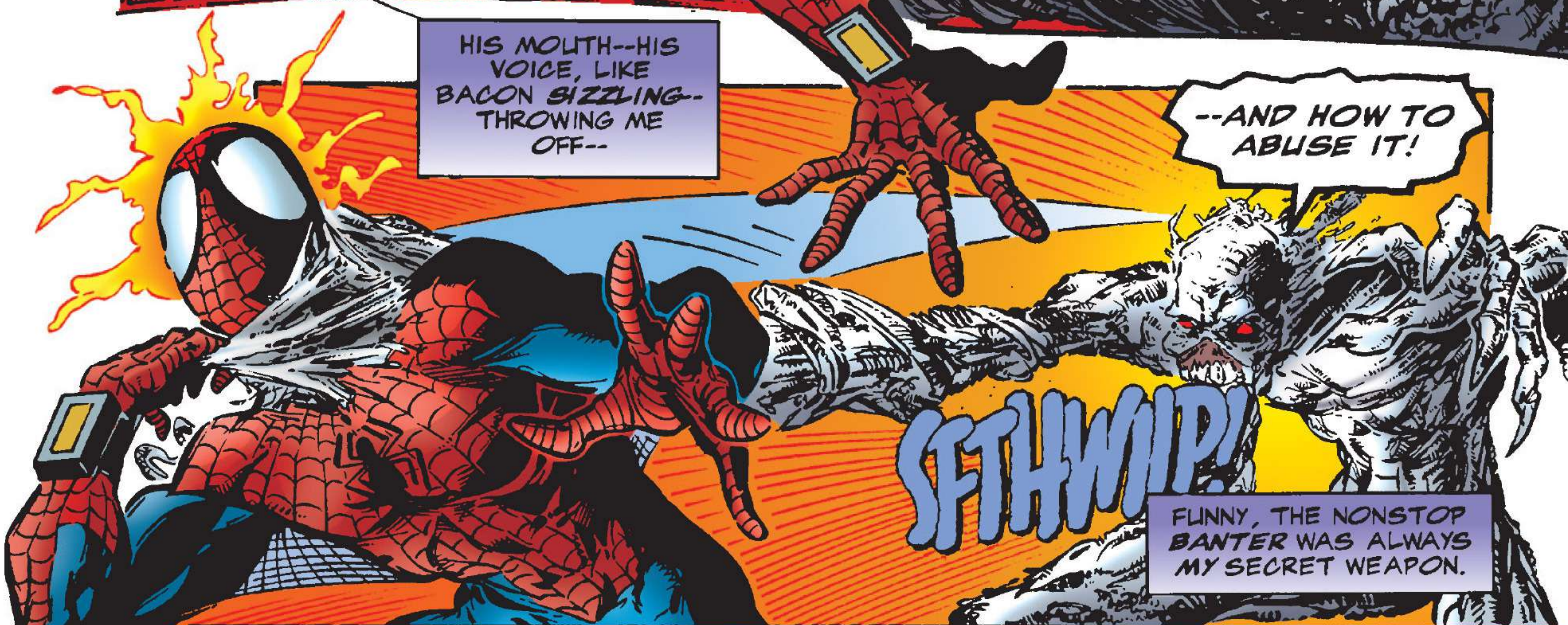
SO,
WHERE WAS
I?

MUSCLES
CRAMPING.

OH,
THAT'S RIGHT--
TALKING ABOUT
POWER--HOW
TO USE IT--

HIS MOUTH--HIS
VOICE, LIKE
BACON **SIZZLING**--
THROWING ME
OFF--

--AND HOW TO
ABUSE IT!



SFTHWIP!

FUNNY, THE NONSTOP
BANTER WAS ALWAYS
MY SECRET WEAPON.



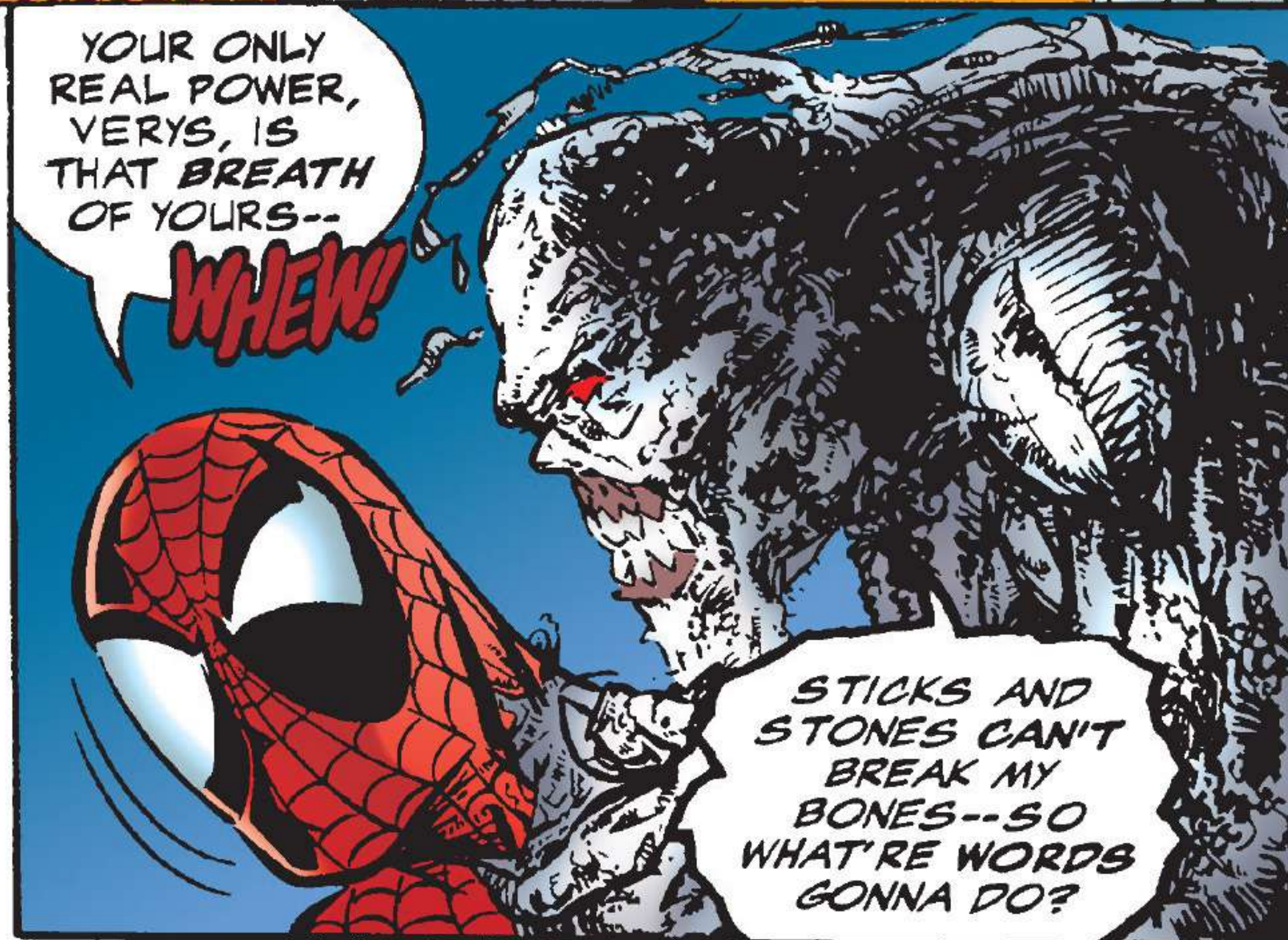
I GOTTA TELL
YOU, BUD--
KNOWING I CAN
KILL ANYONE I
REALLY WANT TO
IS A TOTAL
RUSH!

I MEAN,
WHERE WERE
THESE POWERS
WHEN I WAS
IN HIGH
SCHOOL?

WHERE
THEY BE-
LONGED.

INSIDE OF SOME-
ONE WHO COULD
CONTROL
THEM.

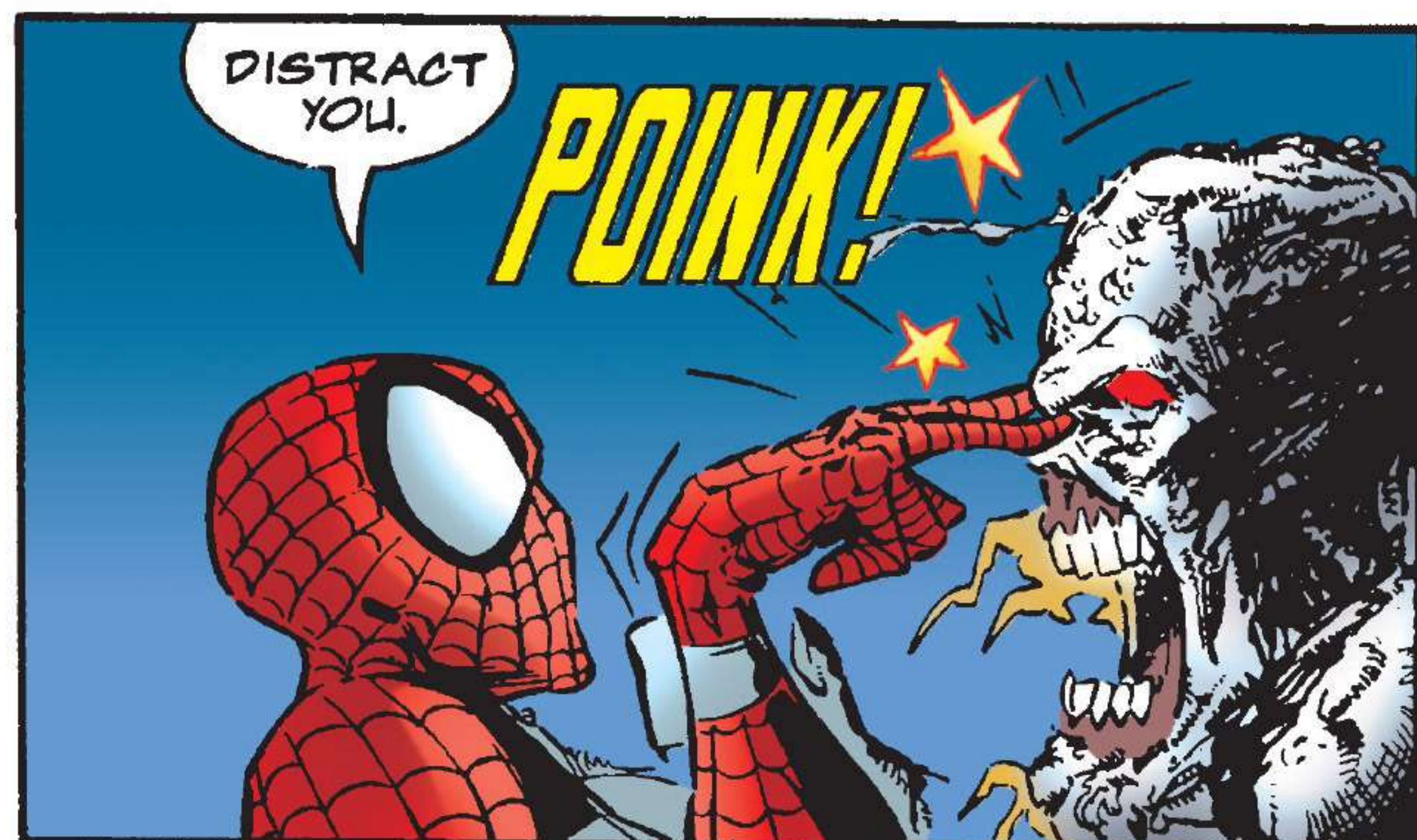
ME.



YOUR ONLY
REAL POWER,
VERYS, IS
THAT **BREATH**
OF YOURS--

WHEW!

STICKS AND
STONES CAN'T
BREAK MY
BONES--SO
WHAT'RE WORDS
GONNA DO?



DISTRACT
YOU.

POINK!



GAMBLED
AND WON. THE
EYES ARE THE
MOST
"NORMAL"
PART OF HIM.

MY BREATH IS
RAGGED. THIS
SUCKS.

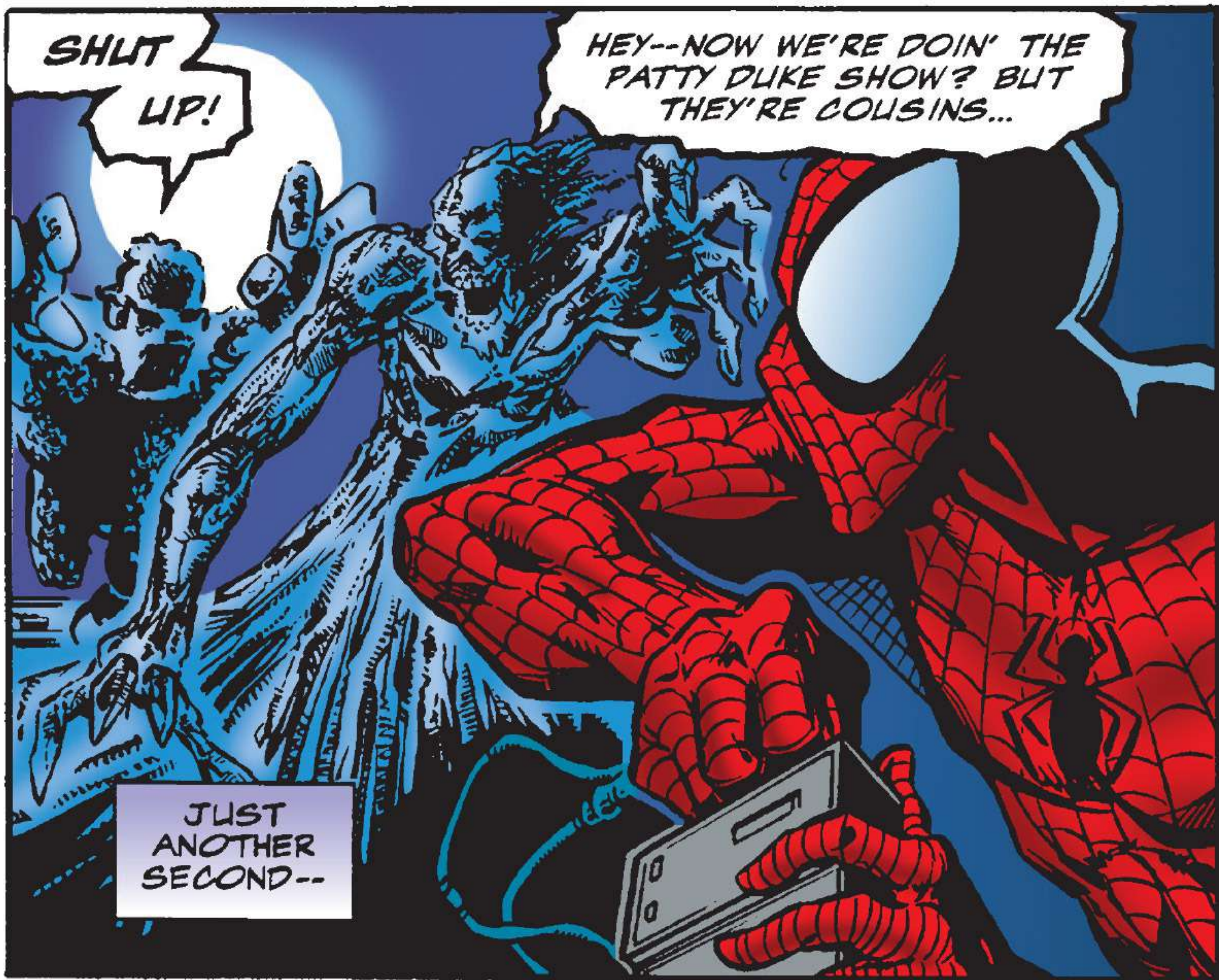
TAKES WHAT
LITTLE TIME I
JUST BOUGHT
MYSELF--



--TO PREP THE
GENOME
DAMPENER WE
DESIGNED AT
GARID--

THREE
STOOGES
FINGER-POKE.
GOOD ONE,
SPIDEY.

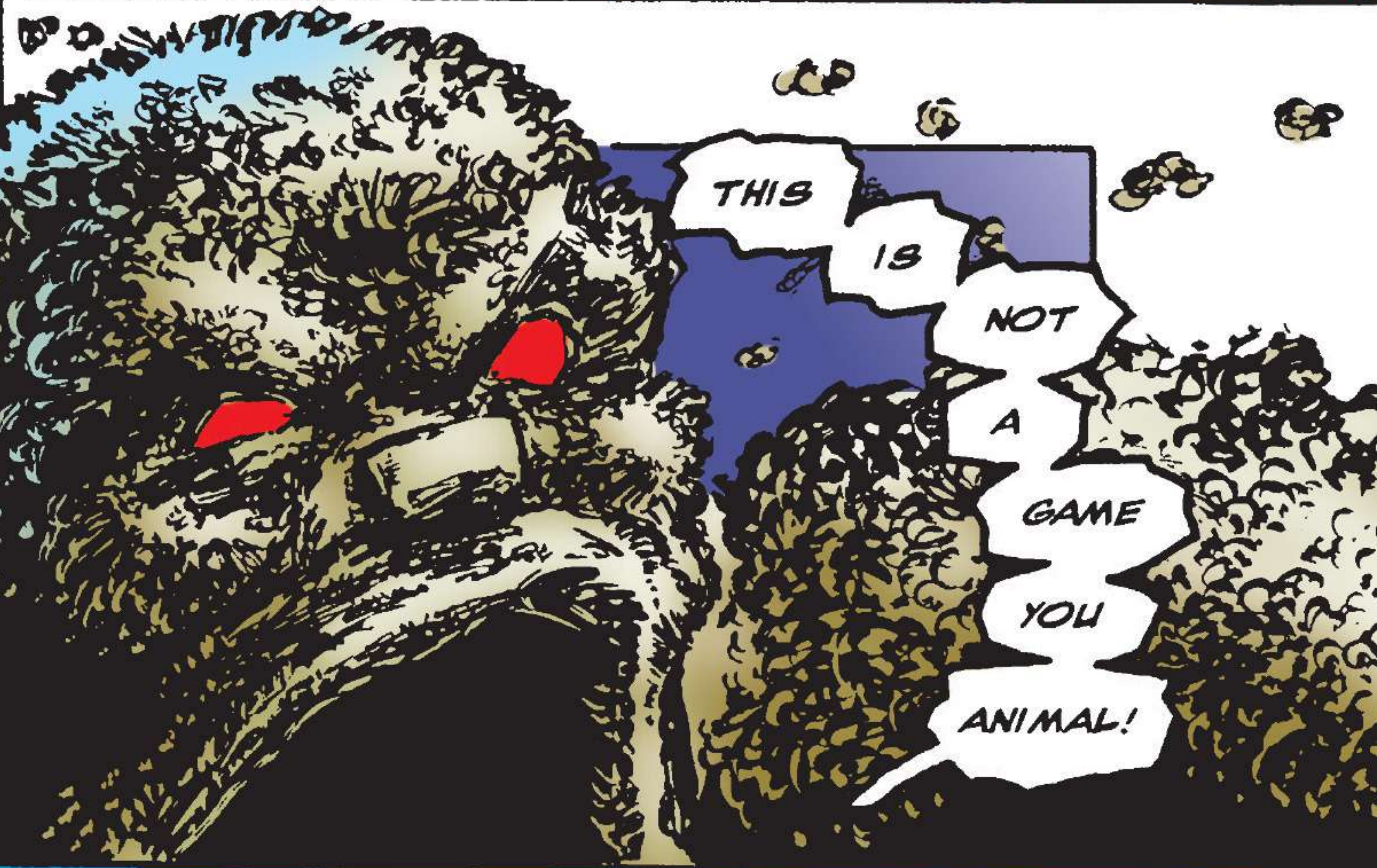
MY FAVORITE
IS WHEN MOE
TOOK A RAG
CLOTH AND--



SHUT
UP!

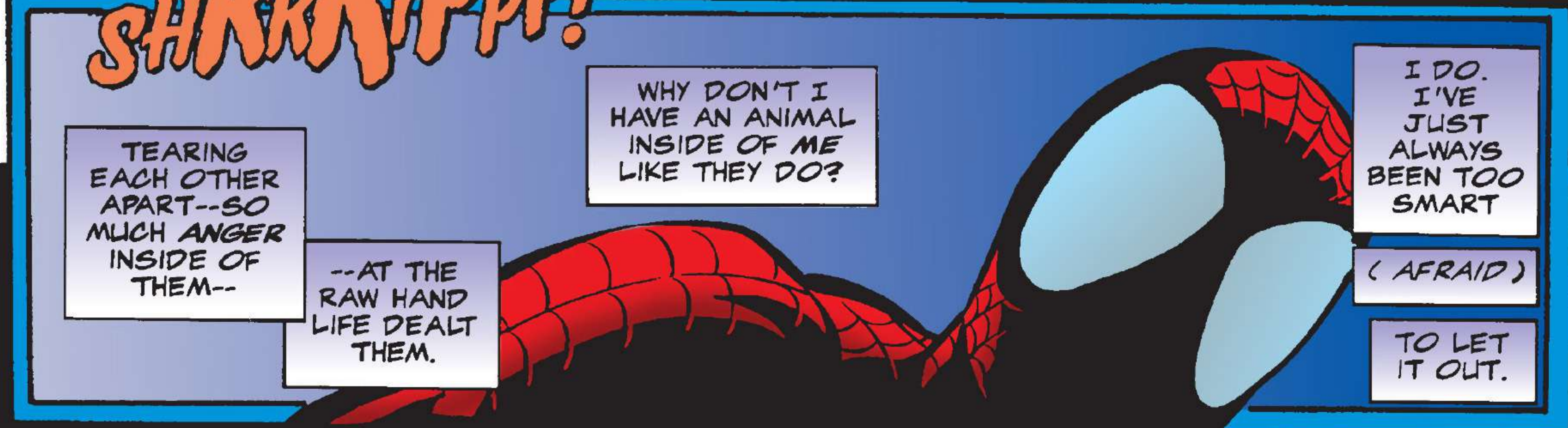
HEY--NOW WE'RE DOIN' THE
PATTY DUKE SHOW? BUT
THEY'RE COUSINS...

JUST
ANOTHER
SECOND--



THIS
IS
NOT
A
GAME
YOU
ANIMAL!

SHRRRIPPP!



TEARING
EACH OTHER
APART--SO
MUCH ANGER
INSIDE OF
THEM--

--AT THE
RAW HAND
LIFE DEALT
THEM.

WHY DON'T I
HAVE AN ANIMAL
INSIDE OF ME
LIKE THEY DO?

I DO.
I'VE
JUST
ALWAYS
BEEN TOO
SMART

(AFRAID)

TO LET
IT OUT.

A comic book panel showing Spider-Man in a blue and red suit standing in a laboratory. He is holding a device connected to a large, metallic, spider-like creature. The creature has a human-like face with a wide, toothy grin and is looking towards Spider-Man. In the background, there are various pieces of equipment and a large, stylized head of a man with a mustache and a red eye. The scene is set in a room with a brick wall and a window showing a cityscape at night.

THIS DEVICE IS A
MODIFIED VERSION
OF THE ISOTOPIC
GENOME ACCEL-
ERATOR AT
GARID--

--THE VERY EQUIPMENT
WHICH IRRADIATED THE
SPIDER THAT TURNED
ME INTO THE IDOL OF
GATILLIONS TO BEGIN
WITH--

--BUT IT'S BEEN
SPECIFICALLY ATTUNED
TO VERYS'S GENETIC
CONFIGURATION.

WILL
ACTIVATING
THIS MAGILLA
SO CLOSE
TO CONTONI
AND ME
AFFECT US?

HMM.

ONLY ONE WAY
TO FIND OUT,
I GUESS...

CHAKKAZZZZAAAKKK!

AUNTIE EM, AUNTIE
EM-- ARE WE STILL
IN KANSAS?

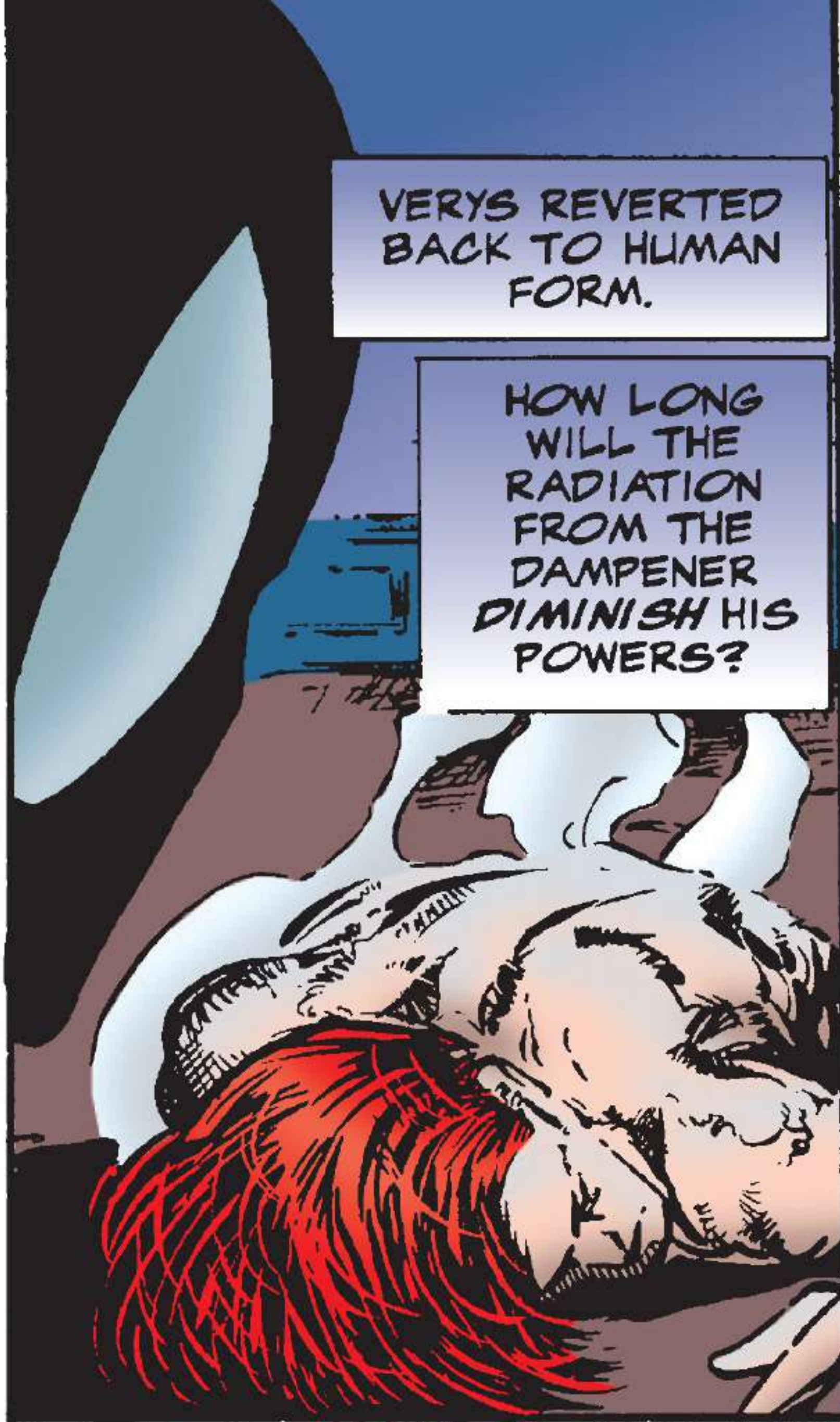
VERYS IS
STILL
BREATHING...

...WHAT ABOUT
CONTONI--?

HE LOOKS--
HALF
NORMAL--?



A
HEARTBEAT.
FAINT, BUT
STEADY.



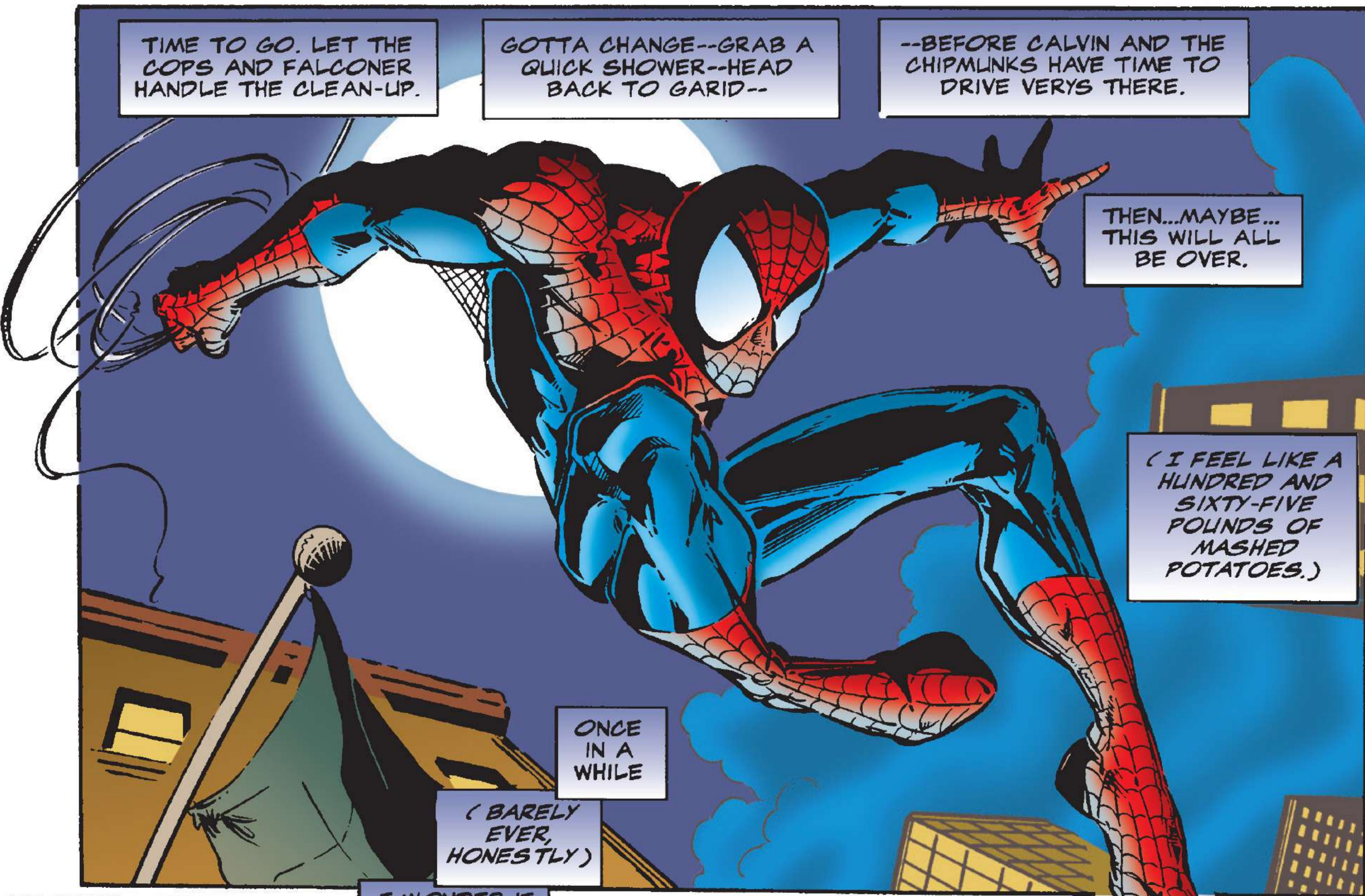
VERYS REVERTED
BACK TO HUMAN
FORM.

HOW LONG
WILL THE
RADIATION
FROM THE
DAMPENER
DIMINISH HIS
POWERS?



LONG ENOUGH TO
GET HIM BACK TO
GARID, I HOPE.

SPIDERZORD
MORPHIN'
ACTION TIME!



TIME TO GO. LET THE
COPS AND FALCONER
HANDLE THE CLEAN-UP.

GOTTA CHANGE--GRAB A
QUICK SHOWER--HEAD
BACK TO GARID--

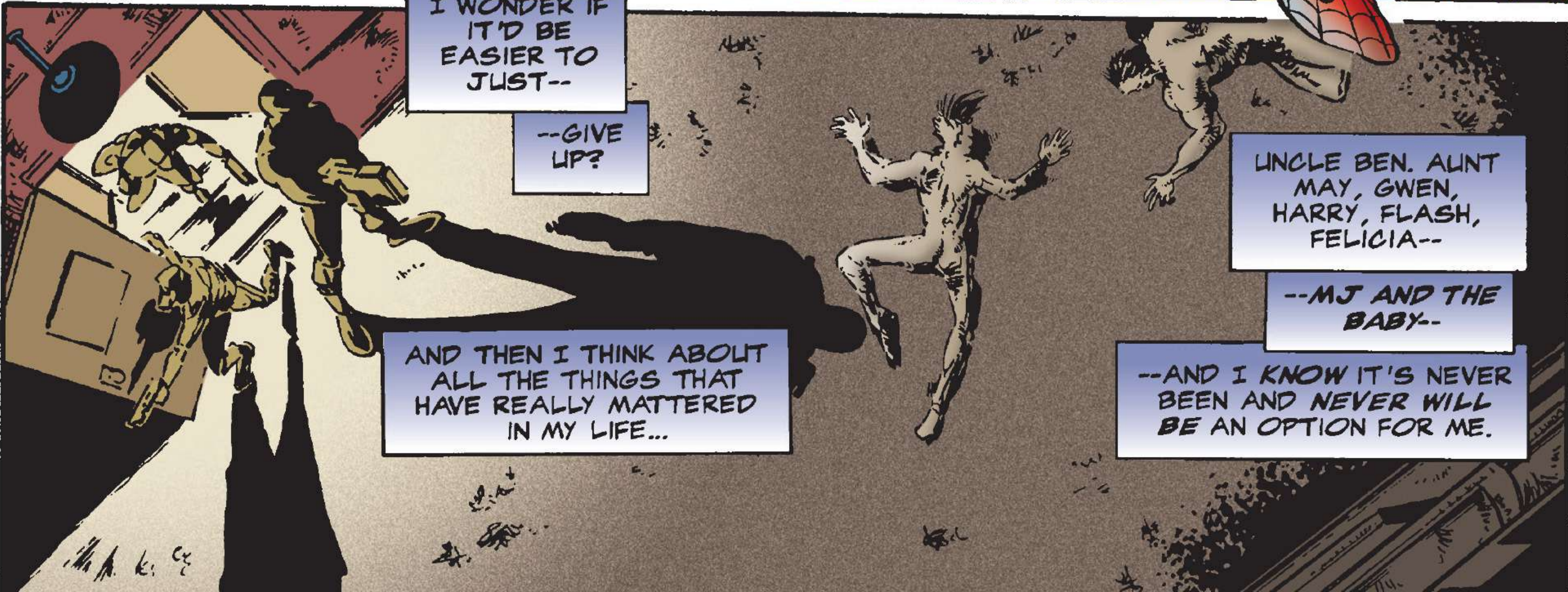
--BEFORE CALVIN AND THE
CHIPMLINKS HAVE TIME TO
DRIVE VERYS THERE.

THEN...MAYBE...
THIS WILL ALL
BE OVER.

(I FEEL LIKE A
HUNDRED AND
SIXTY-FIVE
POUNDS OF
MASHED
POTATOES.)

ONCE
IN A
WHILE

(BARELY
EVER,
HONESTLY)



I WONDER IF
IT'D BE
EASIER TO
JUST--

--GIVE
UP?

AND THEN I THINK ABOUT
ALL THE THINGS THAT
HAVE REALLY MATTERED
IN MY LIFE...

UNCLE BEN. AUNT
MAY, GWEN,
HARRY, FLASH,
FELICIA--

--MJ AND THE
BABY--

--AND I KNOW IT'S NEVER
BEEN AND NEVER WILL
BE AN OPTION FOR ME.



MANHATTAN.
MORNING.

THE
OFFICES
OF THE
DAILY
BUGLE.

AND
ANOTHER
THING,
JONAH...



...WHERE
DOES YOUR
FASHION
EDITOR GET
OFF--

SHRIPPP!



--CRITICIZING
MY NEW
COSTUME?

AND HERE
I THOUGHT
WE'D COME TO
A HEALTHY
UNDER-
STANDING--

--YOU CAN
MAKE A FOOL
OF YOURSELF
BLASTING ME ON
YOUR EDITORIAL
PAGE--

--BUT
BE NICE
EVERYWHERE
ELSE AND
THE
FUNNIES!

REALLY
NOW--WHERE
IS IT--
AH, HERE--

--"A
DESECRATION
OF ANGLES
AND PATTERNS
ENOUGH TO
MAKE THE
SIGHTED GO
BLIND"--

SHRIPPP!

YOU DO
SO HURT MY
FEELINGS,
JJJ!

I CAN TELL
YOU'RE SPEECH-
LESS WITH
REMORSE.

I
BETTER
GO NOW.



IT'LL PROBABLY TAKE YOU MOST OF THE DAY TO FIGURE OUT HOW TO WRITE AN APPROPRIATE APOLOGY TO ASSUAGE MY SAVAGED SOUL.

CIAO, GOOD PEOPLE OF THE PRESS!



ACTUALLY, ROBBIE, SPIDER-MAN MADE QUITE THE POINT OF SAYING HE'S IMPROVED ON HIS FORMULA.

I REALLY HATE THAT GUY.

RELAX, JONAH. HIS WEBBING ALWAYS **DISSOLVES** IN ABOUT AN HOUR.



##*%o!!!
WALL-CRAWLING NUISANCE SAID I'LL BE STUCK HERE ALL ##*%o# DAY!



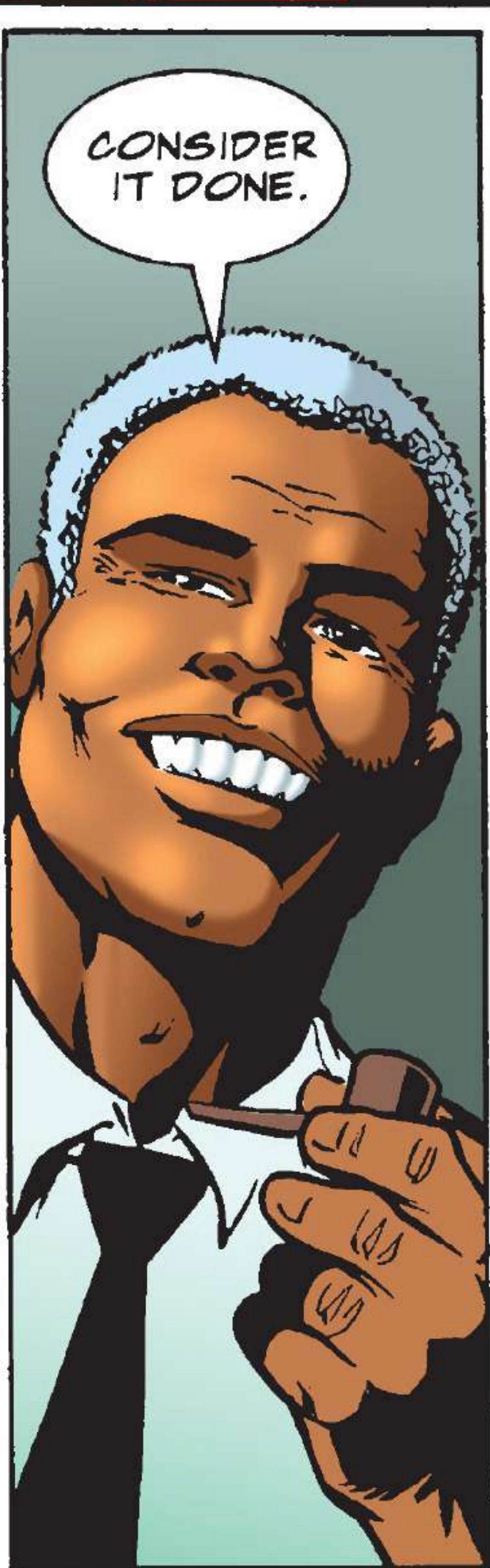
I MEAN... HUH--HUH--HOW WRONG OF HIM TO DO THAT...

BY THE WAY, JONAH--

REMEMBER THAT STORY ELLIS WAS WORKING ON ABOUT THIS NEW GUY NOT BEING THE **REAL** SPIDER-MAN?



KILL IT.



CONSIDER IT DONE.







I
BETTER
HUSTLE ON THAT
HAVERSHAW
MURDER CASE IF
I WANNA CRACK
THE FRONT PAGE,
huh?

SOUNDS
LIKE A
GOOD
IDEA,
KENNY...

I--
WE--ALL
THREE OF
US--
REALLY
APPRECI-
ATE IT,
ROBBIE.

MJ...I
WAS
GLAD TO
HELP OUT.

THANKS.

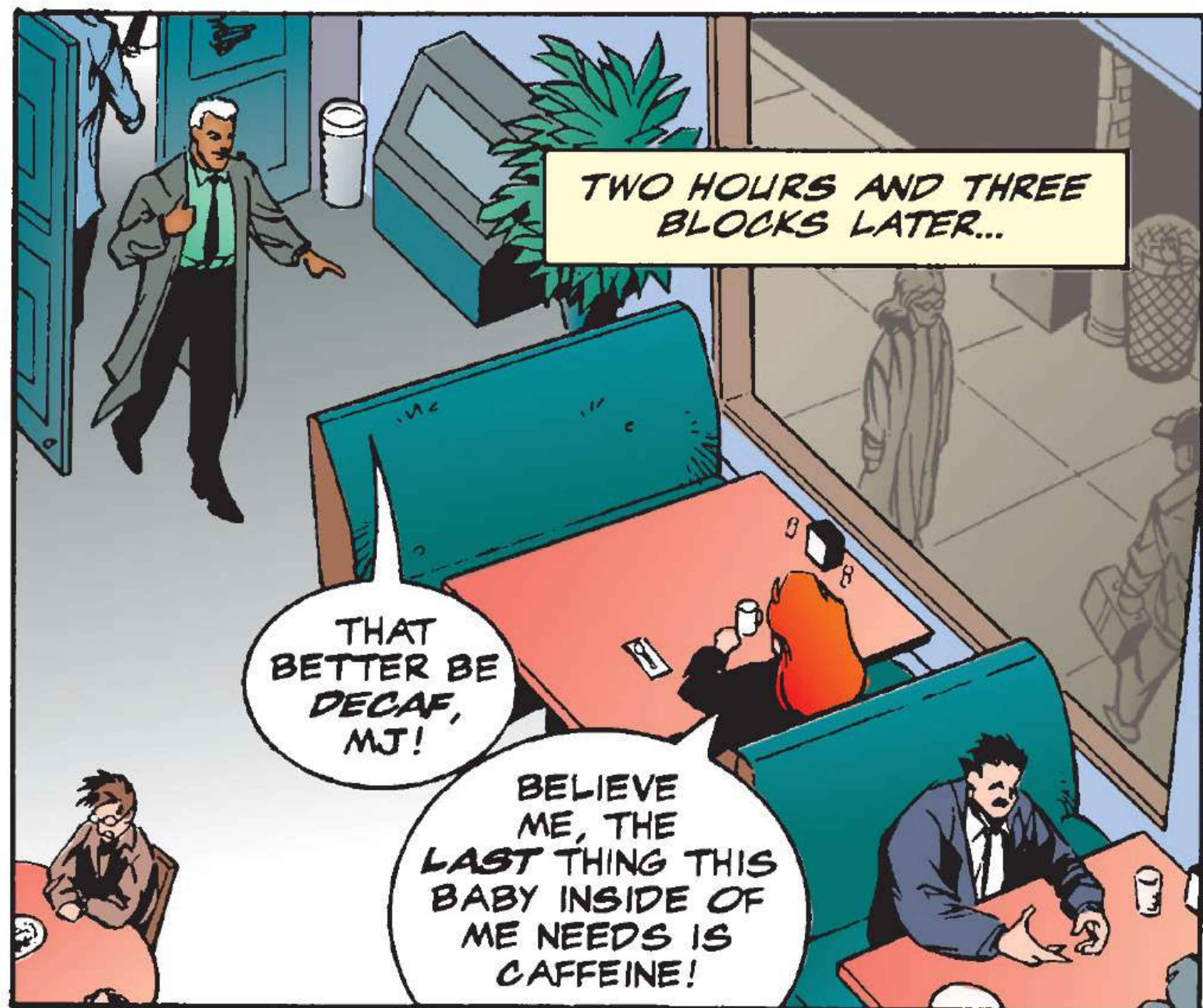
MJ...I
WAS
GLAD TO
HELP OUT.

HAD
NO
CHOICE.

I
TOLD
YOU KILLING
A STORY WAS
THE THING I
HATED SECOND
MOST IN THE
WORLD?

WELL, TURNING
MY BACK ON THE
PEOPLE I LOVE
WHEN THEY NEED
ME IS THE
FIRST.

WHAT
NOW, MARY
JANE?



TWO HOURS AND THREE
BLOCKS LATER...

THAT
BETTER BE
DECAF,
MJ!

BELIEVE
ME, THE
LAST THING THIS
BABY INSIDE OF
ME NEEDS IS
CAFFEINE!



uhm...
HOW'D
IT GO?

THE
SITUATION
HAS BEEN
RESOLVED.

YOU MUST HAVE
CALLED IN SOME
INTERESTING...
MARKERS...TO GET
SPIDEY TO SHOW
UP AT THE
OFFICES.

OH...WAS
HE THERE THIS
MORNING?



THANKS.

MJ...I
WAS
GLAD TO
HELP OUT.

I--
WE--ALL
THREE OF
US--
REALLY
APPRECI-
ATE IT,
ROBBIE.



HAD
NO
CHOICE.

I
TOLD
YOU KILLING
A STORY WAS
THE THING I
HATED SECOND
MOST IN THE
WORLD?



WELL, TURNING
MY BACK ON THE
PEOPLE I LOVE
WHEN THEY NEED
ME IS THE
FIRST.

WHAT
NOW, MARY
JANE?

NOW I
WAIT.

AND
WAIT.

AND
WAIT
SOME
MORE.

I GOT TO
GARID AN HOUR
BEFORE CAL
CAME BACK.

ALONG WITH THE
HEAD OF THE
COMPANY, ERIC
SCHWINNER--

--I'VE BEEN WORKING
THROUGH DAWN TO
CALIBRATE THE
GENOME ACCELERATOR
JUSSST RIGHT.

THE IDEA IS TO USE
THE G.A. AS A FORM
OF RADIATION
THERAPY.

KILL THE NEC-
ROTIZING FASCITIS
VIRUS INSIDE BOTH
MEN--

--WHILE ALSO
ELIMINATING THE
CELLULAR CHANGES
WHICH OCCURED IN VERRYS
FROM HIS EXPOSURE
TO MY BLOOD.

ATTUNING THE
WAVELENGTHS
PROPERLY HAS
TAKEN HOURS.

I'M WIPED.
BUT I HAVE
TO HOLD
ON.

JUST A BIT LONGER--IF(WHEN)IT
WORKS--THEN I CAN RECALIBRATE
THE SYSTEM AND USE THE
PROCESS ON MYSELF LATER ON.

ERIC, THE
POLICE WANT
TO KNOW
EXACTLY WHAT
YOU'RE DOING
HERE.

THEY'D
RATHER NOT GIVE
YOU THE CHANCE
TO CREATE AN
EVEN BIGGER
MONSTER DURING
ALL THIS.

GODZILLA INVADERS PORTLAND.
FILM AT ELEVEN.

THE ONLY WAY TO CURE MR. CONTONI OF NOT ONLY THE FASCITIS HE WAS ORIGINALLY INFECTED WITH--

--BUT OF THE GROTESQUE SIDE-EFFECTS OF MONICA'S FIRST EXPERIMENTAL SKIN DERIVATIVE--

--IS TO LINK BOTH MEN'S BIOCELLULAR STRUCTURES TOGETHER--

THE RESTRICTION ENDONUCLEASES OF BOTH MEN--THE ENZYMES WHICH RESIST VIRAL INFECTION--

--HAVE BEEN OVERWHELMED BY THE INTRODUCTION OF MONICA'S SSD AS A MEANS OF TREATING THEIR INTERNAL SKIN DISEASES.

AS A RESULT, THEIR BODIES CAN NOT SUCCESSFULLY FIGHT OFF EITHER THE CHANGES TO THEIR POLYGENETIC STRUCTURE, OR THE FASCITIS.

BY BATHING THESE MEN IN RADIATION THERAPY, WE ARE BASICALLY CHOKING THE VIRII INSIDE THEM--

--THEREBY GIVING THEIR BODIES A CHANCE TO BEGIN REPLICATING BASELINE HUMAN GENOMES TO REPLACE THE MUTATED ONES.

THE COPS JUST NOD NUMBLY. I GET IT ALL.

AND WHAT'S MOST SCARY

ABOUT THE WHOLE THING?

(EXCITING)

THE NECROTIZING FASCITIS INTRODUCED INTO MY BODY DURING MY FIGHTS WITH TENDRIL--

--ARE EATING AWAY AT THE ONE THING THE VIRUS "RECOGNIZED" FROM ITS HOST FORM, VERTS--

--THE VERY CHANGES IN MY GENETIC STRUCTURE WHICH GIVE ME MY SPIDER-POWERS!

HEY!

SO, IRONICALLY ENOUGH, MY BEING SPIDER-MAN HELPED SAVE HIS LIFE--

--AND IN ORDER FOR VERTS TO SAVE MY LIFE--

--THERE'S A CHANCE I MIGHT LOSE OUT ON BEING SPIDER-MAN!

WHAT'RE YOU DOING?!

YOU CAN'T MAKE A LAB RAT OUT OF ME UNLESS I ALLOW IT!

YOU'RE WRONG, MR. VERTS. WE CAN. AND WE WILL!

SCHWINNER CLOSES HIS EYES, AS IF HE'S PRAYING.

AND PUSHES THE BUTTON...

CHAKAZZAAKKK!

...WHICH ACTIVATES THE GENOME ACCELERATOR!

NNOO!

VERYS IS CHANGING BACK TO TENDRIL! SON OF A-- HE'S FIGHTING BACK!!

TACTICAL UNIT TWO-- MOVE IN-- BEFORE HE FINDS A WAY TO--

KRACHT!

SCREW UP YOUR EQUIPMENT, CALVY?

TOO LATE!

I'M NOT GONNA LET YOU PEOPLE CHANGE ME BACK TO WHAT I WAS!

ZZZHHMMMMMM

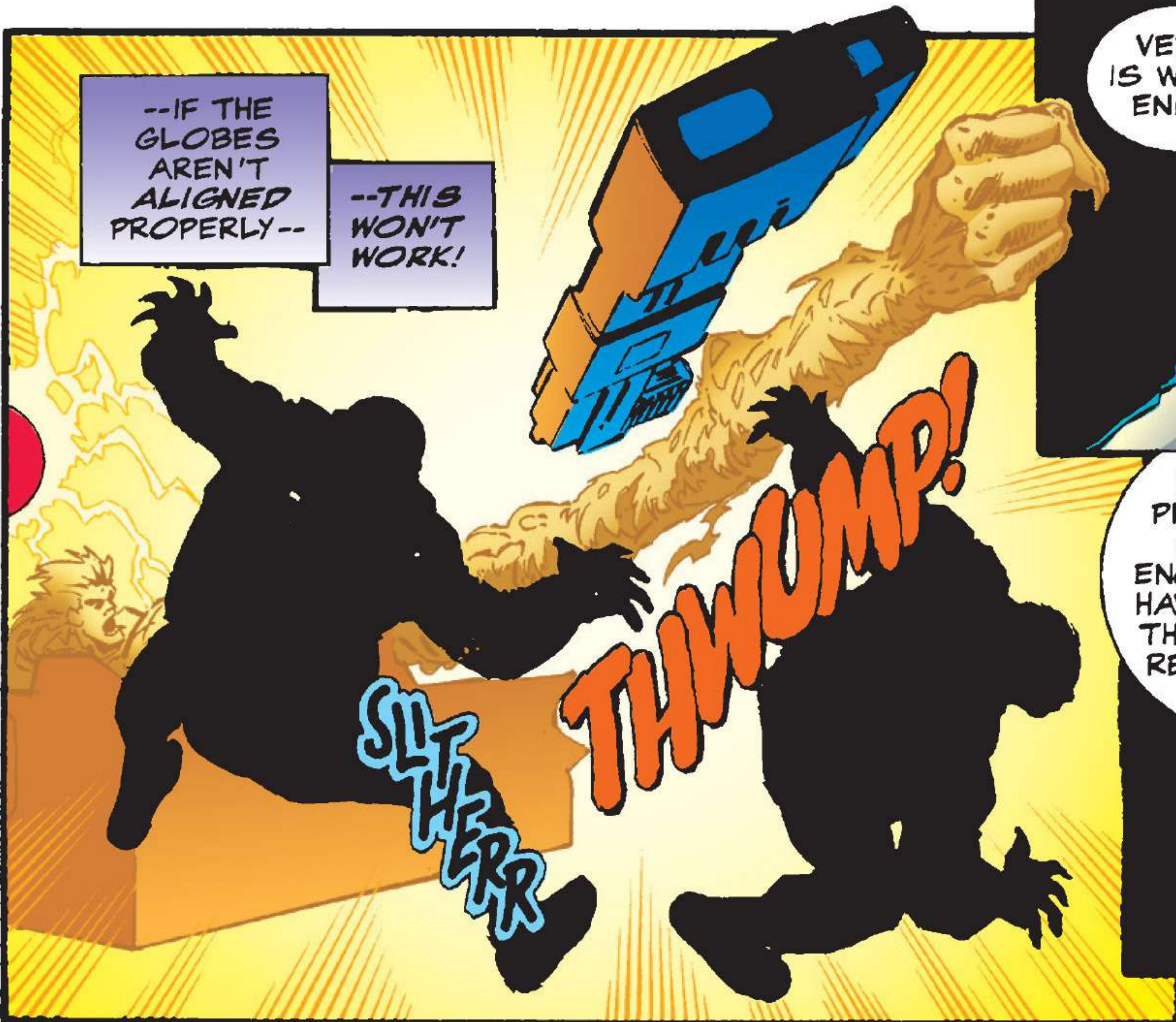
PREVENT VERYS FROM DISSOLVING HIMSELF!

THE LONGER THE RADIATION HITS HIM, THE LESS POWER HE'LL HAVE!

CAL--HE KNOCKED ONE OF THE GLOBES OFF-KILTER!

NO...

ZZZHHMMMMMM



--IF THE GLOBES AREN'T ALIGNED PROPERLY--

--THIS WON'T WORK!



VERYS IS WEAK-ENING!

BUT CAL AND THE GUARDS ARE OUT COLD!

OUR EXTERNAL CONTROL SYSTEMS ARE OFF-LINE, PETER!

I'M NOT PHYSICALLY STRONG ENOUGH--YOU HAVE TO GET THAT GLOBE REALIGNED!

THE GENOME ACCELERATOR IS ATTUNED SPECIFICALLY TO A MUTATED POLYGENETIC STRUCTURE--



"--IT WON'T AFFECT A NORMAL HUMAN!"

BUT I'M NOT HUMAN, ERIC.

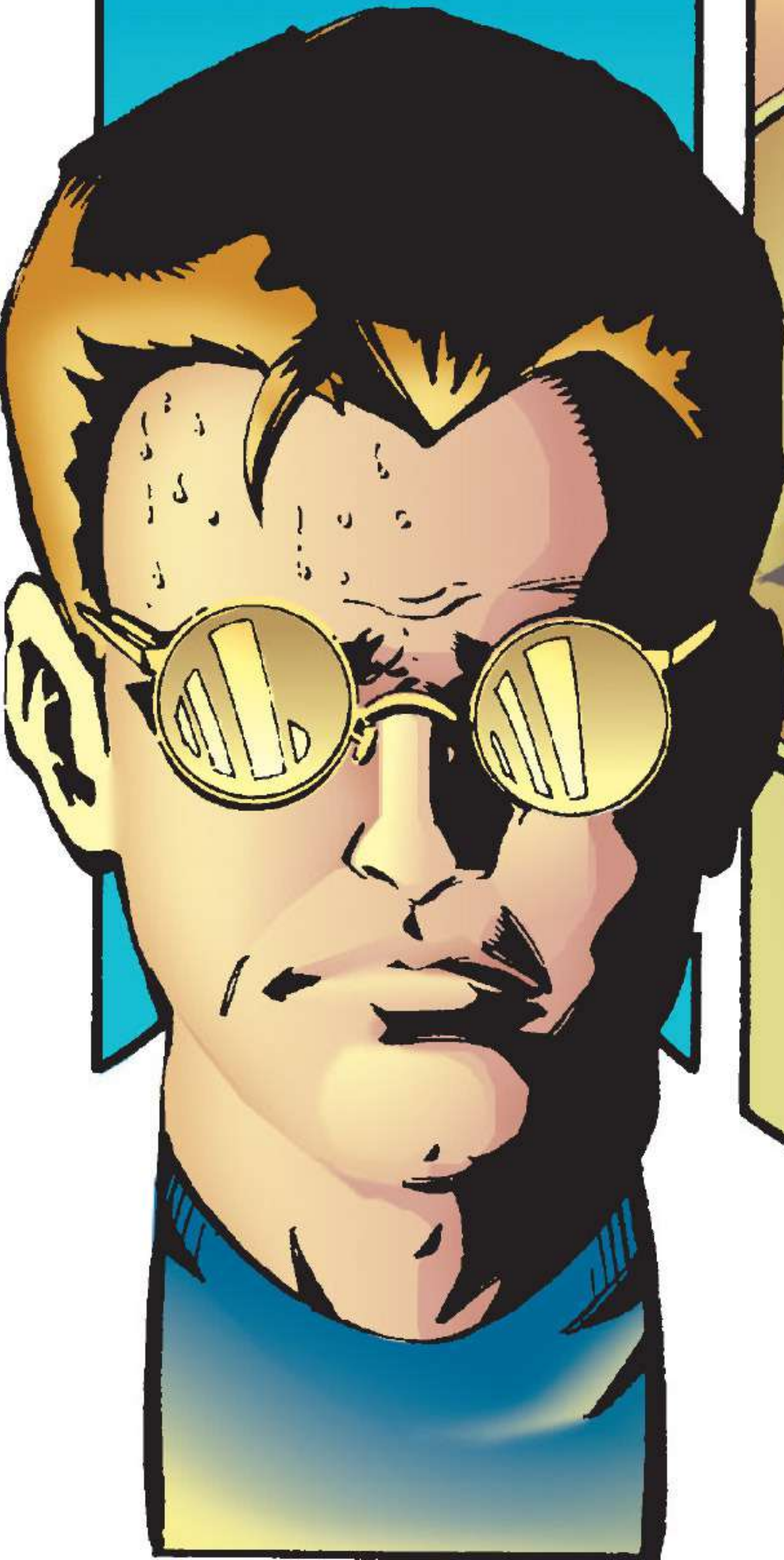
IF I GO IN NOW, THE RADIATION MIGHT AFFECT ME--CHANGE ME--

--FOREVER?

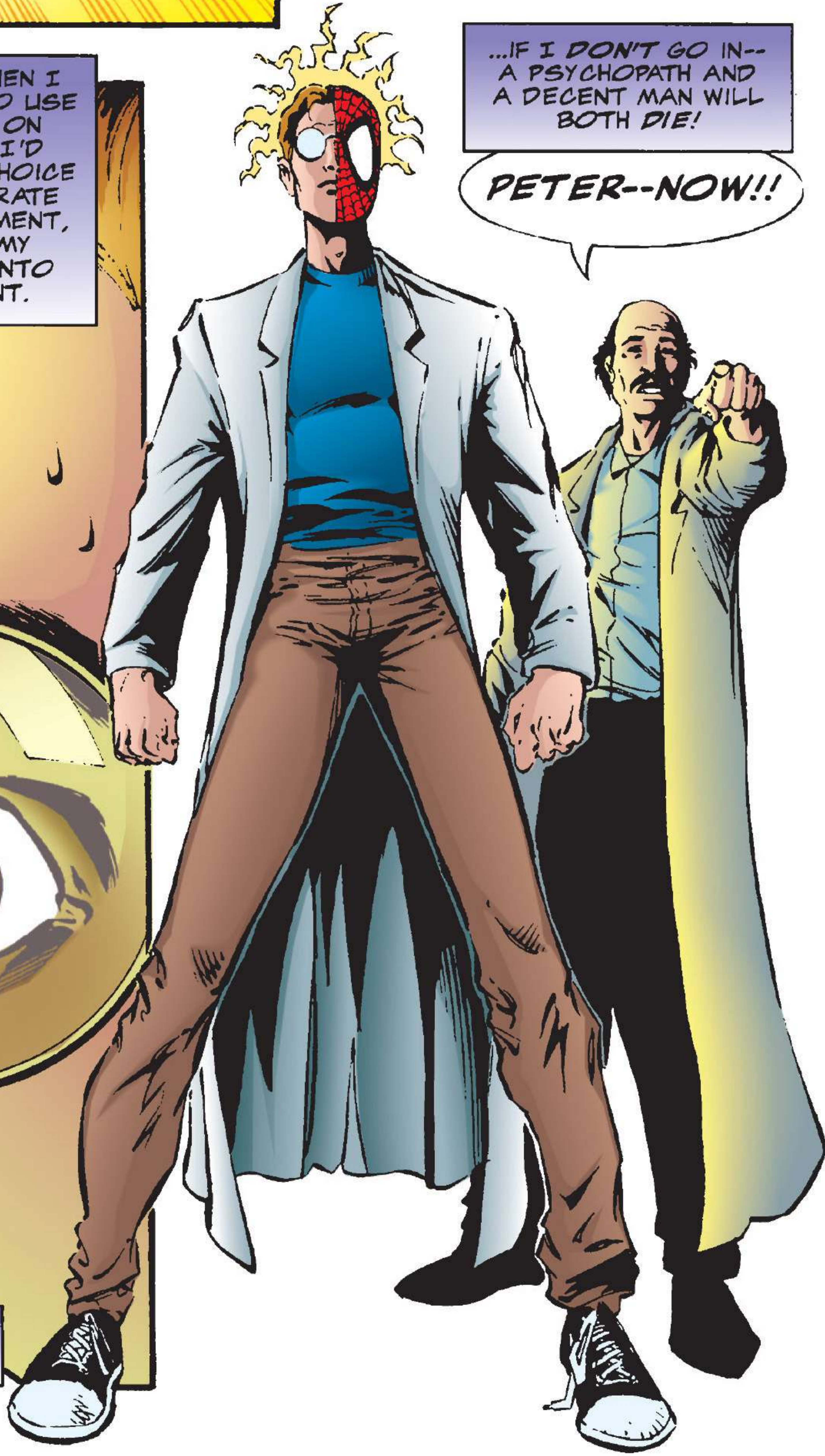
LATER--WHEN I PLANNED TO USE THE G.A. ON MYSELF--I'D HAVE THE CHOICE TO CALIBRATE THE EQUIPMENT, TAKING MY POWERS INTO ACCOUNT.

...IF I DON'T GO IN-- A PSYCHOPATH AND A DECENT MAN WILL BOTH DIE!

PETER--NOW!!



BUT NOW...



ZZZZHHZZHHMMNNNNNNNNNNNNNNNNNN



nooo--

--won't
give
up--



--my--

--pow

ers

sss



aah--?

--haff--



PETER--?

YOU
DID IT,
SON!

VERYS
CHOSE TO
DIE--FOUGHT
THE RE-
VERSION--

--DE-
STABILIZED
HIS OWN
SYSTEM--

--UNTIL
HE HAD NO
CONTROL OVER
HIS BODY--

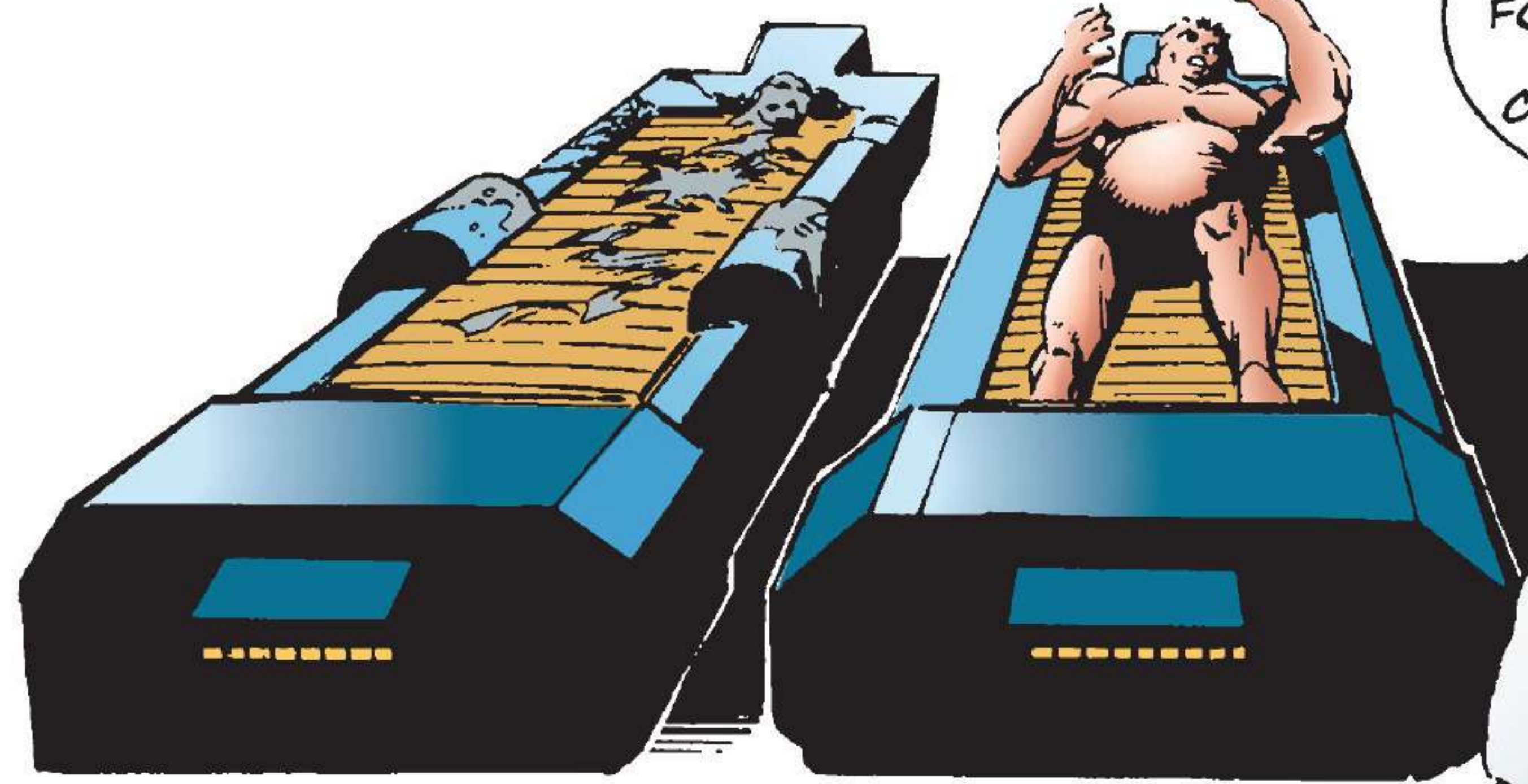
--AND NO
PHYSICAL
FORM LEFT
TO
CONTROL.

ALIVE, MY
BOY! THANKS
TO YOU--
REALLY,
TRULY ALIVE
AGAIN!

AND
CONTONI--?

SO
THEN--

--THEN--



--IT WAS WORTH IT--?

THE NECROTIZING FASCITIS AND THE SYNTHETIC SKIN DERIVATIVE IN CONTONI ARE IN COMPLETE REMISSION.

HIS LIFE--AND HOPEFULLY HIS FAMILY-- ARE HIS AGAIN.

AND MAYBE...THIS WAS EXACTLY WHAT I NEEDED--

--TO GET MINE BACK, TOO?

I DID A COMPLETE DIAGNOSTIC ON MYSELF. HASTA LA VISTA, FASCITIS.

AND THE CHANGES TO MY mRNA SEQUENCING WHICH MADE ME SPIDER-MAN?

STILL THERE, BUT MY BODY CAN'T ACCESS THEM.

LIKE SOMEONE PUT A HEAVY BLANKET OVER MY POWERS.

I DON'T KNOW IF I'LL EVER BE ABLE TO FIND A WAY TO RESTIMULATE THE POLYGENETIC CHANGES WHICH GAVE ME MY POWERS.

(DON'T KNOW IF I WANT TO.)



PART OF ME IS THRILLED, ANOTHER PART TERRIFIED.

WHAT WOULD I HAVE DONE IF THE CHOICE HAD BEEN LEFT TO ME?

WOULD I HAVE CHOSEN TO DAMPEN MY OWN POWERS WHILE CURING MYSELF OF THE NECROTIZING FASCITIS?

WHAT WOULD I HAVE DONE?

ARE YOU PUTTING THAT THING AWAY FOR ME--

SHE'S BACK?





--OR FOR YOUR-SELF?

SHE'S BACK!

IT'S A MOOT POINT.

(THANK GOD SHE'S BACK)

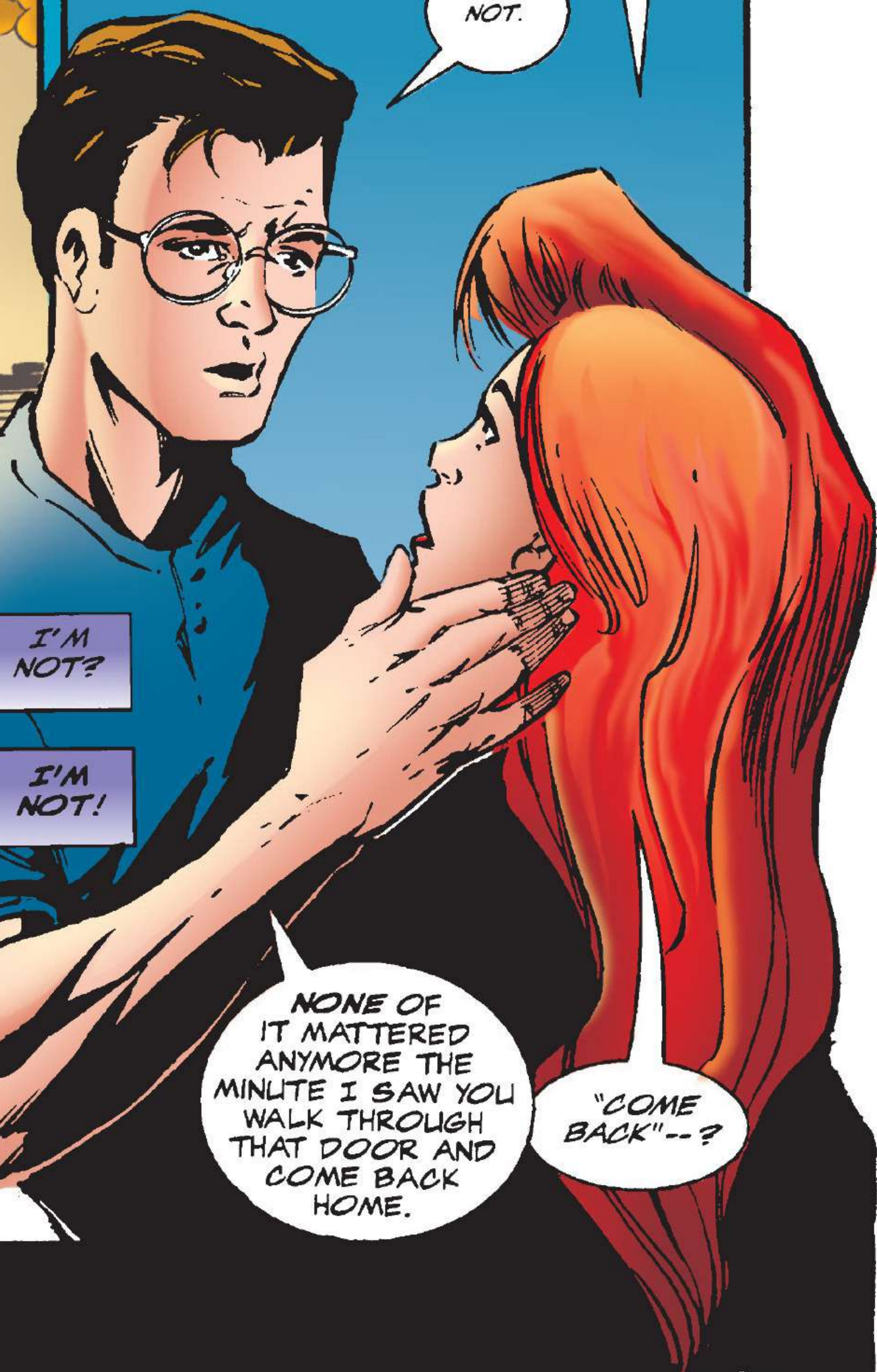


I--WAS FIGHTING TENDRIL--- TRYING TO CURE HIM--

--AND I--

I'M NOT?

I'M NOT!



--I LOST MY POWERS, MJ...

LOST?

I...I'M SORRY, PETER...REALLY ...I AM...

I'M NOT.

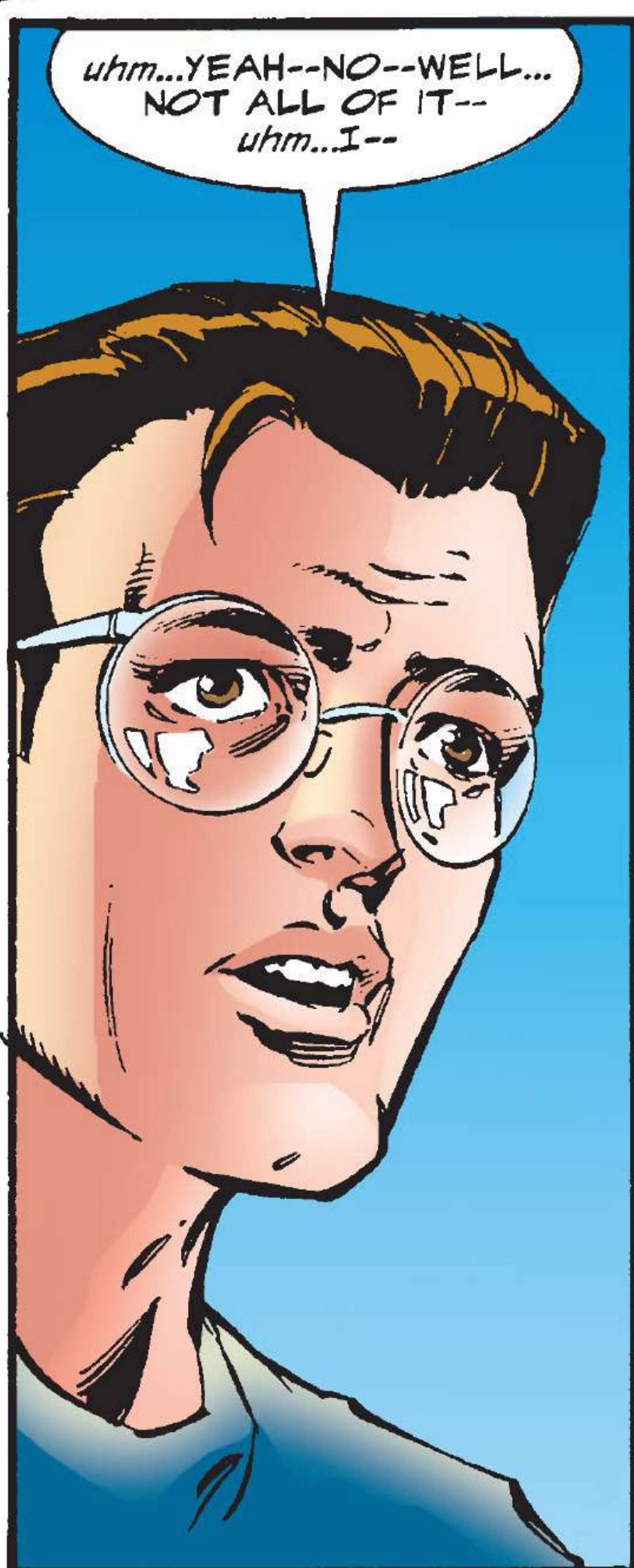
NONE OF IT MATTERED ANYMORE THE MINUTE I SAW YOU WALK THROUGH THAT DOOR AND COME BACK HOME.

"COME BACK"--?

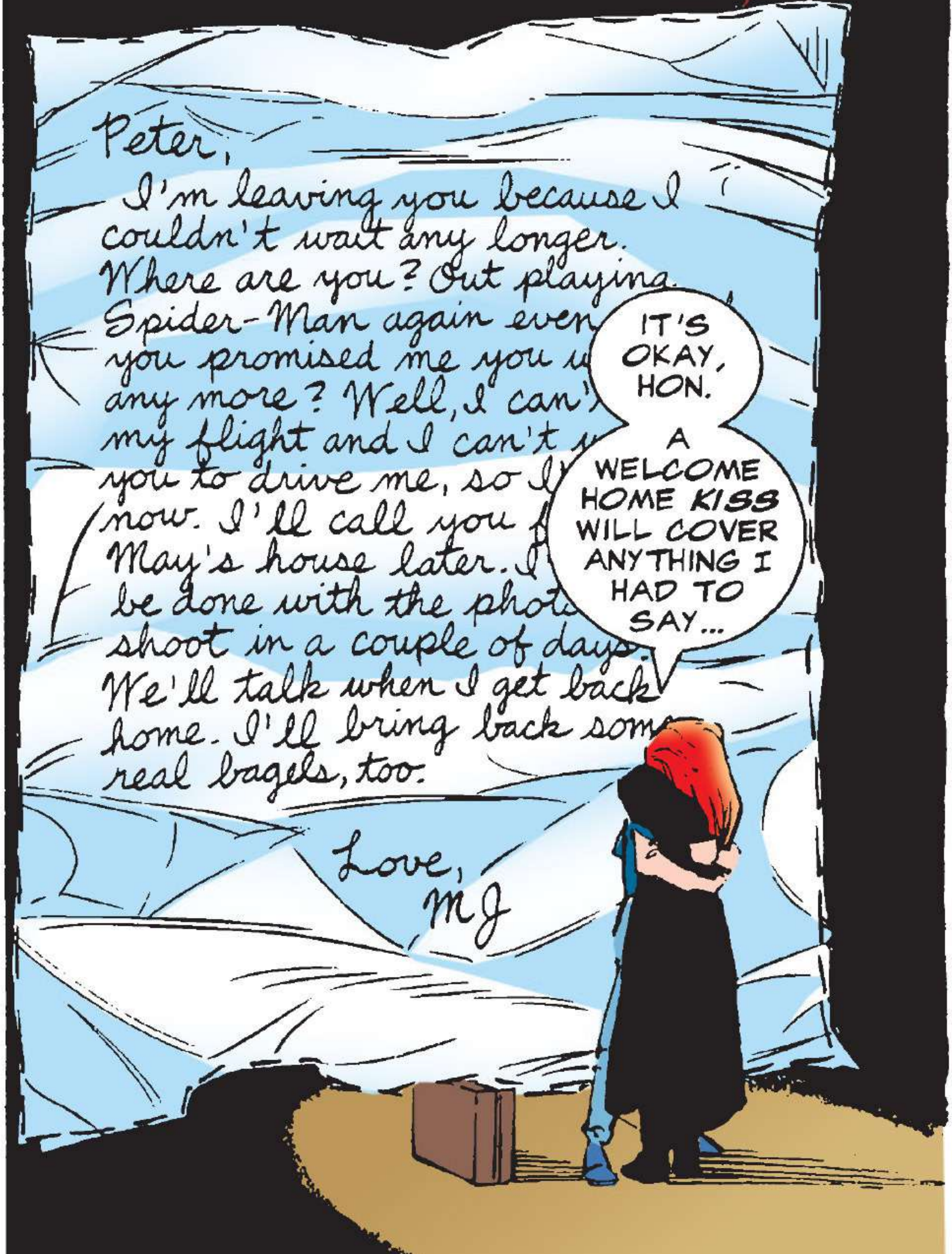


OF COURSE I--WHAT'RE YOU--

--DID YOU EVEN READ THE NOTE I LEFT?



uhm...YEAH--NO--WELL... NOT ALL OF IT-- uhm...I--

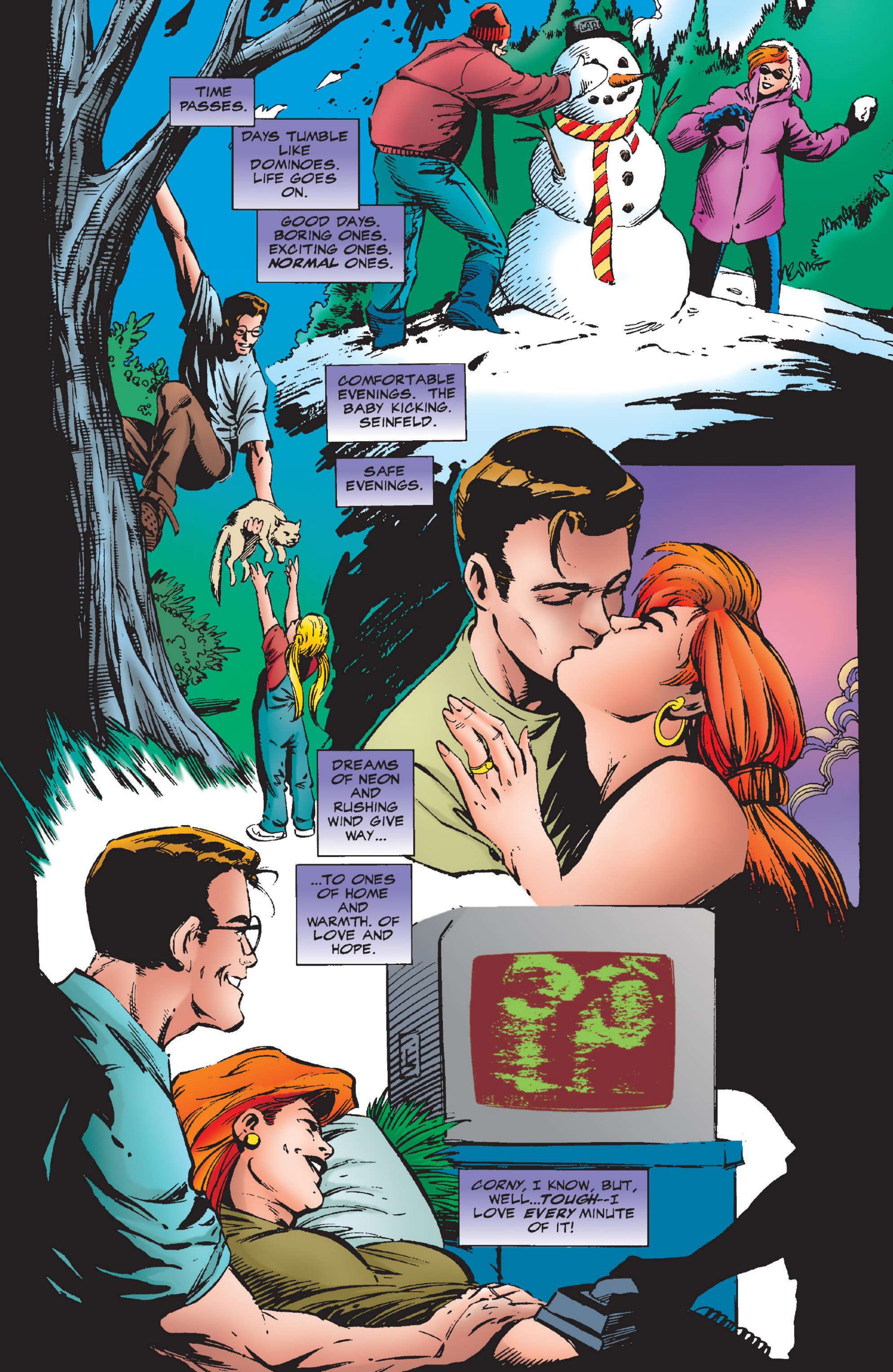


Peter,
I'm leaving you because I couldn't wait any longer. Where are you? Out playing Spider-Man again even you promised me you u any more? Well, I can't my flight and I can't u you to drive me, so I now. I'll call you f May's house later. I be done with the photo shoot in a couple of days. We'll talk when I get back home. I'll bring back some real bagels, too.

IT'S OKAY, HON.

A WELCOME HOME KISS WILL COVER ANYTHING I HAD TO SAY...

Love,
MJ



TIME
PASSES.

DAYS TUMBLE
LIKE
DOMINOES.
LIFE GOES
ON.

GOOD DAYS.
BORING ONES.
EXCITING ONES.
NORMAL ONES.

COMFORTABLE
EVENINGS. THE
BABY KICKING.
SEINFELD.

SAFE
EVENINGS.

DREAMS
OF NEON
AND
RUSHING
WIND GIVE
WAY...

...TO ONES
OF HOME
AND
WARMTH. OF
LOVE AND
HOPE.

CORNY, I KNOW, BUT,
WELL...TOUGH--I
LOVE EVERY MINUTE
OF IT!

AND
SPIDER-MAN?
WHAT HAPPENED
TO HIM DURING
THIS TIME?

I'M PLEASANTLY
SURPRISED TO
LEARN THAT HE'S
STILL AROUND.

THE POWERS MIGHT
BE GONE, BUT HE
NEVER LEFT ME.

HE'S THERE WHEN
A NEIGHBOR
NEEDS HER
KITTEN RESCUED.

(STRAINING
MUSCLES I
NEVER EVEN
KNEW
EXISTED.)

HE'S RECOGNIZED
BY THE GENTLE
GLINT OF THANKS
IN THE EYES OF A
HOMELESS MAN
WHEN I SHOW HIM
A HELPING HAND.

HE'S
STILL
AROUND.

WHERE HE
ALWAYS
WAS.

INSIDE OF
ME.

YES, GREAT POWER
DOES BRING ON
GREAT RESPONS-
IBILITY, BUT THERE'S
MORE TO IT THAN
THAT, I'VE REALIZED...

...RESPONSIBILITY
COMES JUST
FROM THE VERY
ACT OF BEING--

--AND WE CAN--WE
SHOULD--ALL EMPOWER
OURSELVES TO HELP
EACH OTHER OUT.

SO WHO NEEDS
TO WEAR ITCHY
SPANDEX AND
SWING AROUND
TOWN?

I DON'T. BECAUSE WITHOUT
THOSE EXTERNAL
TRAPPINGS, PETER PARKER
HAS BEEN ABLE TO FIND
HIMSELF ALL OVER AGAIN...

...FOR THE
VERY
FIRST
TIME...

'NUFF
SAID!

ST. PETER'S
HOMELESS
SHELTER
PORTLAND

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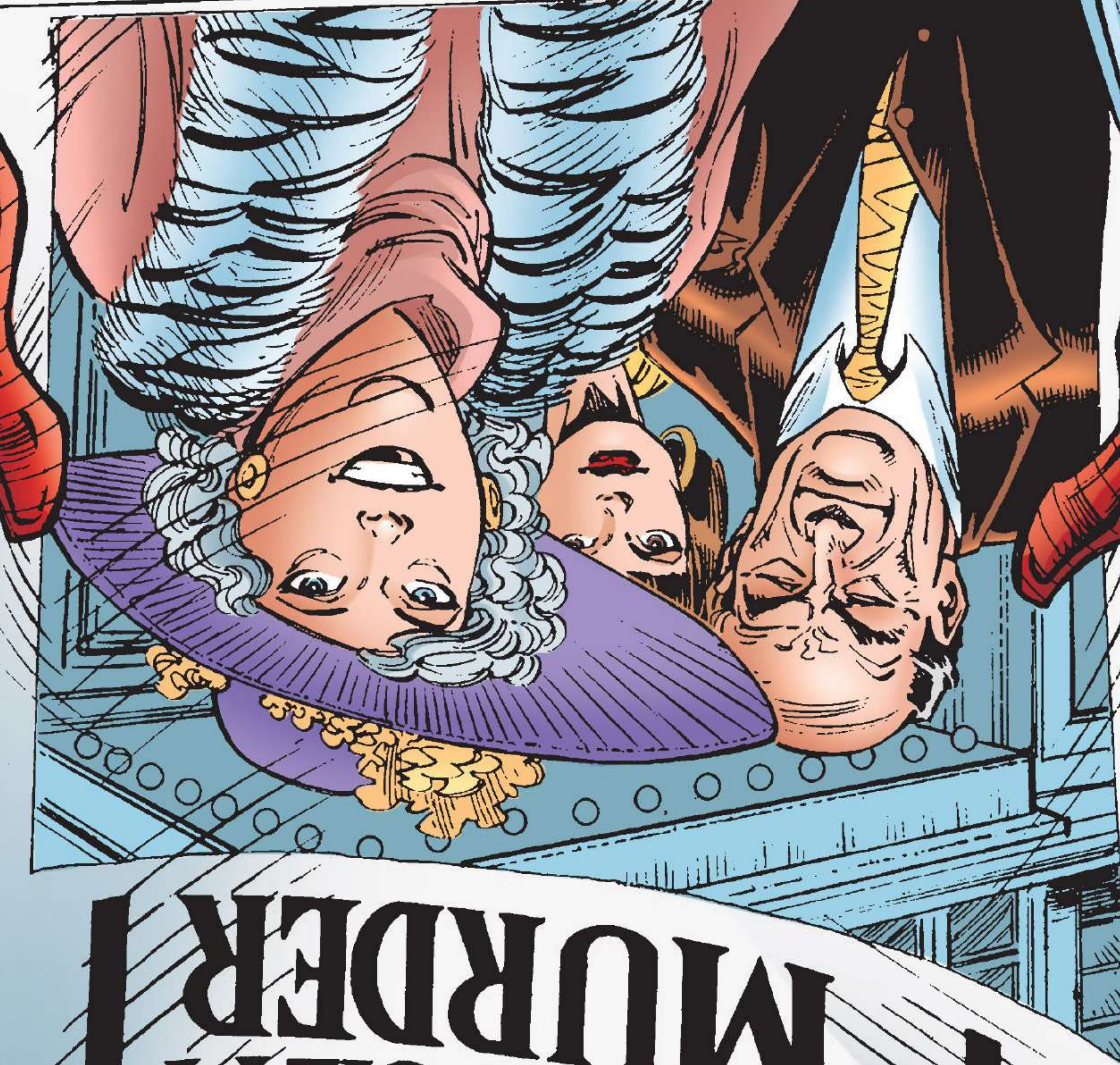


DAVE
HOOVER
+
R

BIG-BUCK BENEFACTRESS SLAIN IN POSH TOWNHOUSE

Socialite, Andrea Havershaw was found murdered in her 87th Street Manhattan brownstone yesterday morning. Police sources in the Coroner's office have unofficially listed the cause of death as multiple stab wounds. They estimate Havershaw had been dead since approximately midnight on Saturday. Her body was discovered by the caretaker, Mirka Yadya, at Eight Thirty-Five A.M. Monday morning.

Andrea Havershaw was Sixty-Seven years old and had become a fixture in the Manhattan arts scene, having much of her time and fortune to Art Galleries and theater productions across the New York City area. Havershaw is survived by a son, Jason, Twenty-Three, who lived in the townhouse with his mother, but was at the local residents claim to have heard nothing, although an unnamed source in the 44th Precinct investigating the case has told the Daily Bugle that security surveillance cameras did record footage of a possible suspect. The suspect has not been confirmed, but sources claim it was a silver-haired female.



DAILY BUGLE HIGH SOCIETY MURDER!

I'VE LEARNED OVER THE LAST FEW YEARS, THAT LIFE TENDS TO ALWAYS COME AROUND FULL-CIRCLE.

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SO EVEN IF
YOU WANT
TO--

--THERE'S NO
WAY TO AVOID
YOUR PAST.

STAN LEE PRESENTS THE
ALL-NEW, ALL-DIFFERENT,
SAME AS IT EVER WAS,
FRIENDLY NEIGHBORHOOD--

THE SKULL JACKETS

FABIAN NICIEZA
WRITER
DAVE HOOVER
PENCILER
JOE RUBINSTEIN
INKER
KEN LOPEZ
LETTERER
TOM SMITH
COLORIST
MALIBU
COMPUTER COLOR SEPARATIONS
ERIC FEIN
THE WORD JACKET
BOB BUDIANSKY
THE WEB JACKET

WHO YOU ARE, WHERE
YOU'VE BEEN AND WHAT
YOU'VE DONE...

... ARE ALWAYS
GOING TO CATCH
UP TO YOU, ONE
WAY OR ANOTHER!

MY NAME IS
BEN REILLY. I'M
SPIDER-MAN
AGAIN.

FOR FIVE
YEARS, I
WASN'T.

DURING THOSE LOST YEARS,
I SPENT SOME TIME IN VERMONT,
WORKING AS A LAB ASSISTANT TO
RENOWNED GENETICIST SEWARD
TRAINER.

TO MAKE SOME EXTRA
MONEY AND SOCIALIZE
WITH SOMETHING MORE
PERSONABLE THAN
TEST TUBES--

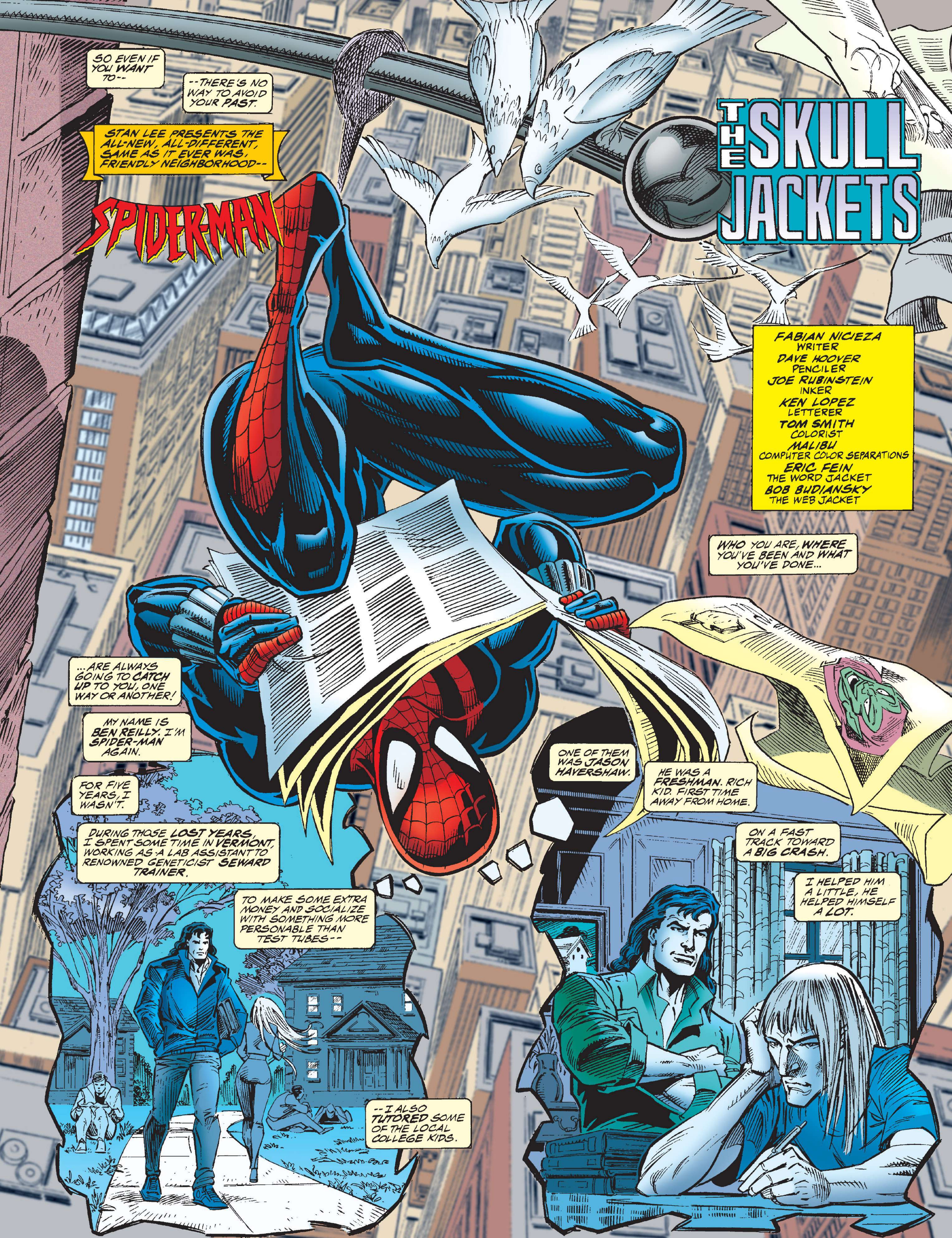
--I ALSO
TUTORED SOME
OF THE LOCAL
COLLEGE KIDS.

ONE OF THEM
WAS JASON
HAVERSHAW.

HE WAS A
FRESHMAN. RICH
KID. FIRST TIME
AWAY FROM HOME.

ON A FAST
TRACK TOWARD
A BIG CRASH.

I HELPED HIM
A LITTLE. HE
HELPED HIMSELF
A LOT.





HIS MOTHER WAS VERY THANKFUL.

I DIDN'T MIND THE EXTRA CASH SHE THREW MY WAY--

--BUT MORE THAN ANYTHING, I WAS GLAD TO HELP THEM.

SHE REMINDED ME OF A VERY RICH VERSION OF MY AUNT MAY--

--AND JASON, WHO'D LOST HIS FATHER IN A PLANE CRASH WHEN HE WAS YOUNGER, REMINDED ME A LOT OF MYSELF.

I HAVEN'T SEEN EITHER OF THEM IN YEARS.

HADN'T EVEN THOUGHT ABOUT THEM UNTIL THIS MORNING.

FUNNY, HOW SOMEONE CAN BE A REALLY IMPORTANT PART OF YOUR LIFE FOR A TIME AND THEN NOTHING BUT A MEMORY?

ANDREA DESERVES BETTER THAN THAT.

SHE DESERVES JUSTICE.

SHE WAS A GOOD PERSON.

POLICE THINK ROBBERY WAS THE MOTIVE.

AND THE ARTICLE MENTIONED A "SILVER-HAIRED FEMALE."

I CAN DO BASIC MATH, BUT I DON'T LIKE THE ANSWER I'M GETTING.

I ONLY HAVE ONE SOURCE AVAILABLE TO ME AT THE DAILY BUGLE.

MUCH AS I CAN'T STAND THE DORK...

...I'M GOING TO HAVE TO GET A HOLD OF KEN ELLIS.

UPTOWN. THE 44TH PRECINCT.

IF HAVERSHAW'S LAWYER CALLS, BEEP ME.

THE CASE COMING TOGETHER, MARCELLA?

DOWNTOWN. ONE CAB RIDE LATER...

FAB

TWELVE BUCKS TO LITTLE ITALY, YOU SHOULD BE TIPPING ME, BUDDY!

BENNY, I'M GOING OUT TO LUNCH.

GOT A STRONG SUSPECT AND A MOTIVE.

SEAN'S LOOKING FOR HIS THUMB-SCREWS--

--AND I'LL TAKE MY USUAL, SUBTLER, ROUTE.

OKAY, KENNY, LET'S PLAY THE GAME...

DETECTIVE CELLANOS, LOOKING LOVELY.

I DON'T GET THE JOKE.

YEAH, YOU DO.

PLACE LOOKS TOO PRICED FOR COPS. WE SAFE HERE?

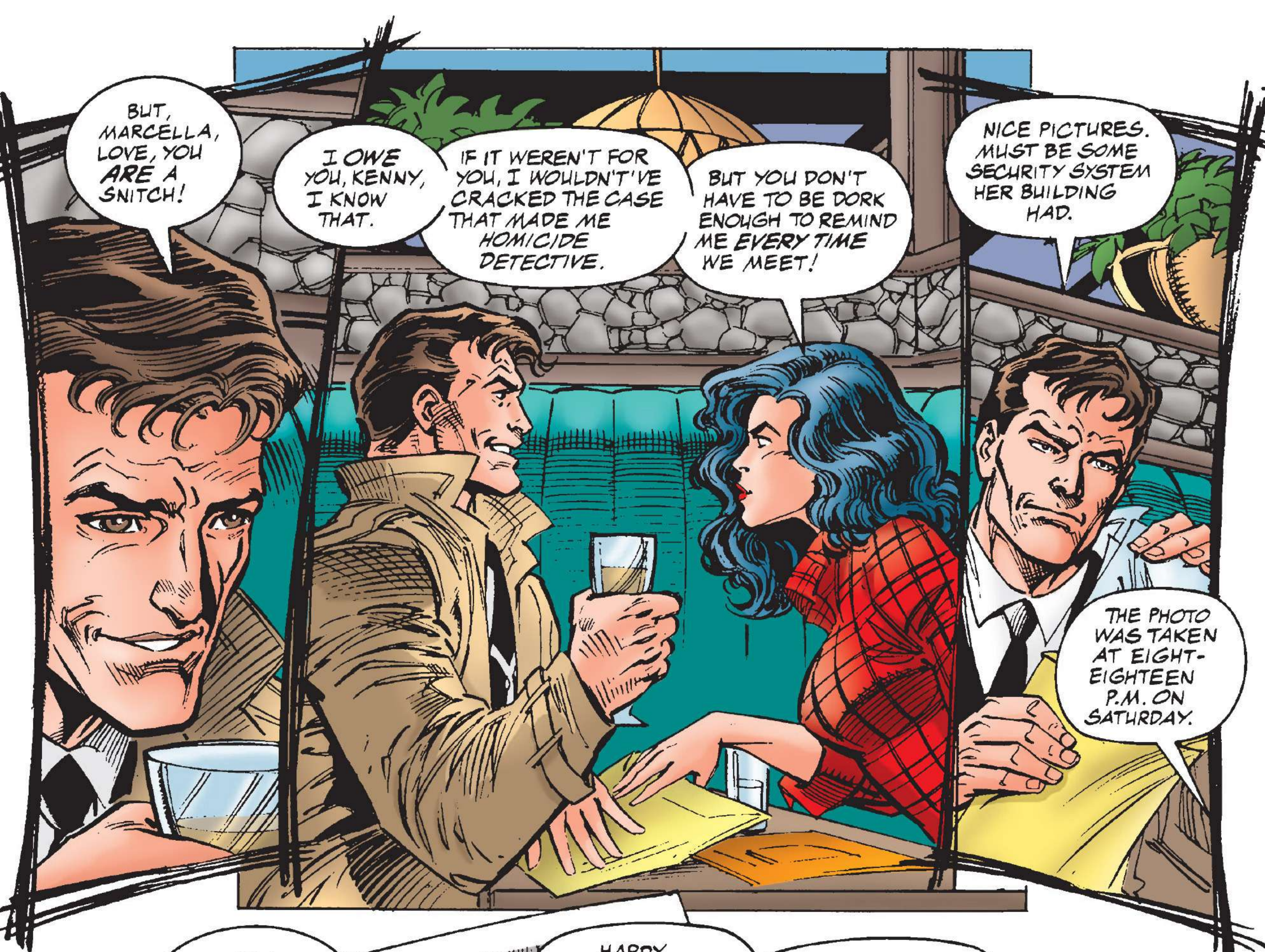
THE IMAGE DISTURBS ME, KENNY.

CUT ME SOME SLACK. IT'S HARD ENOUGH BEING A FEMALE GOLD BADGE WITHOUT HAVING SOMEONE THINK I'M A SNITCH.

LIKE A COUPLE OF CAMPERS IN A PUP TENT.

MR. ELLIS, STILL DRESSING LIKE DENNY TERRIO, I SEE.





BUT, MARCELLA, LOVE, YOU ARE A SNITCH!

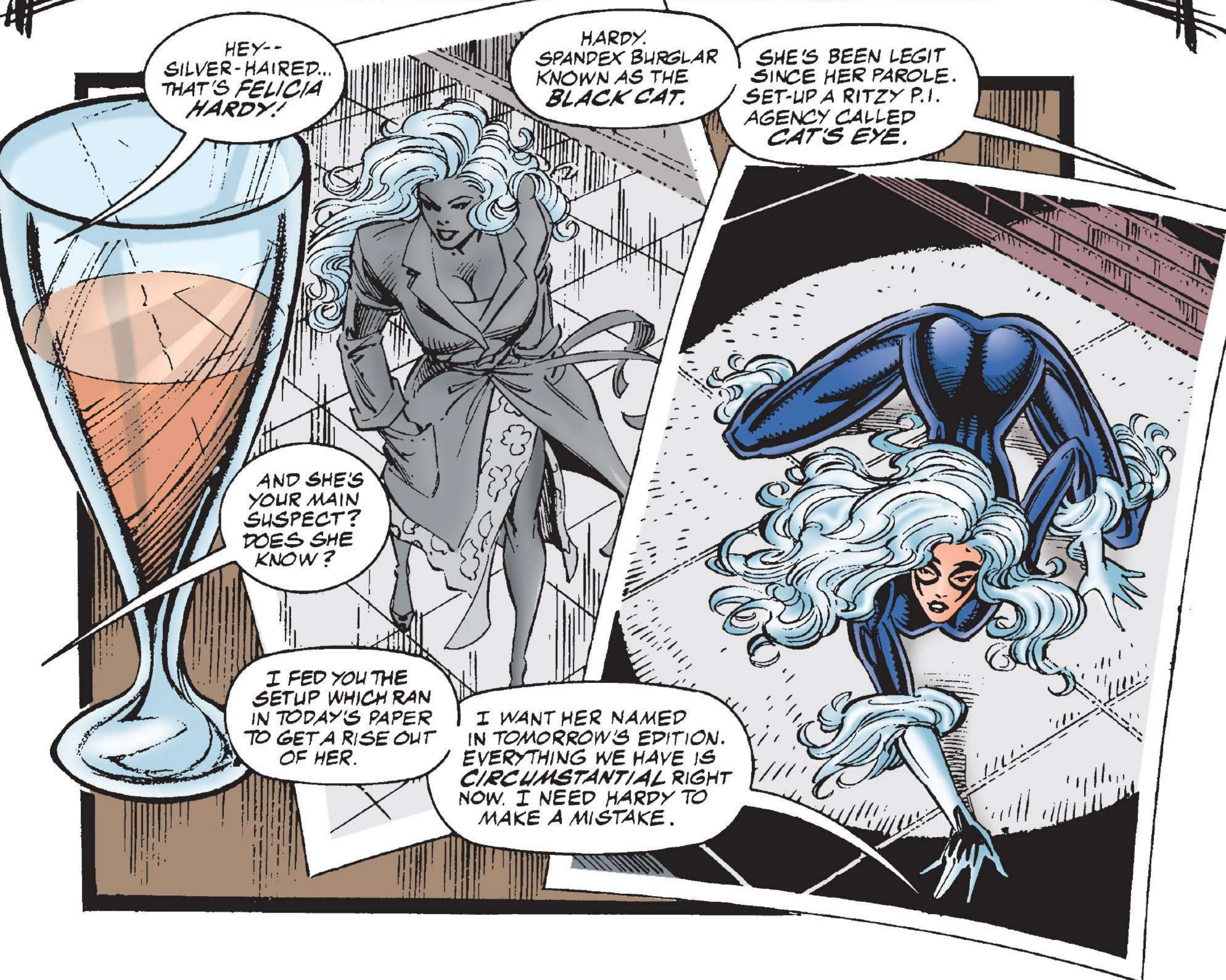
I OWE YOU, KENNY, I KNOW THAT.

IF IT WEREN'T FOR YOU, I WOULDN'T'VE CRACKED THE CASE THAT MADE ME HOMICIDE DETECTIVE.

BUT YOU DON'T HAVE TO BE DORK ENOUGH TO REMIND ME EVERY TIME WE MEET!

NICE PICTURES. MUST BE SOME SECURITY SYSTEM HER BUILDING HAD.

THE PHOTO WAS TAKEN AT EIGHT-EIGHTEEN P.M. ON SATURDAY.



HEY-- SILVER-HAIRED... THAT'S FELICIA HARDY!

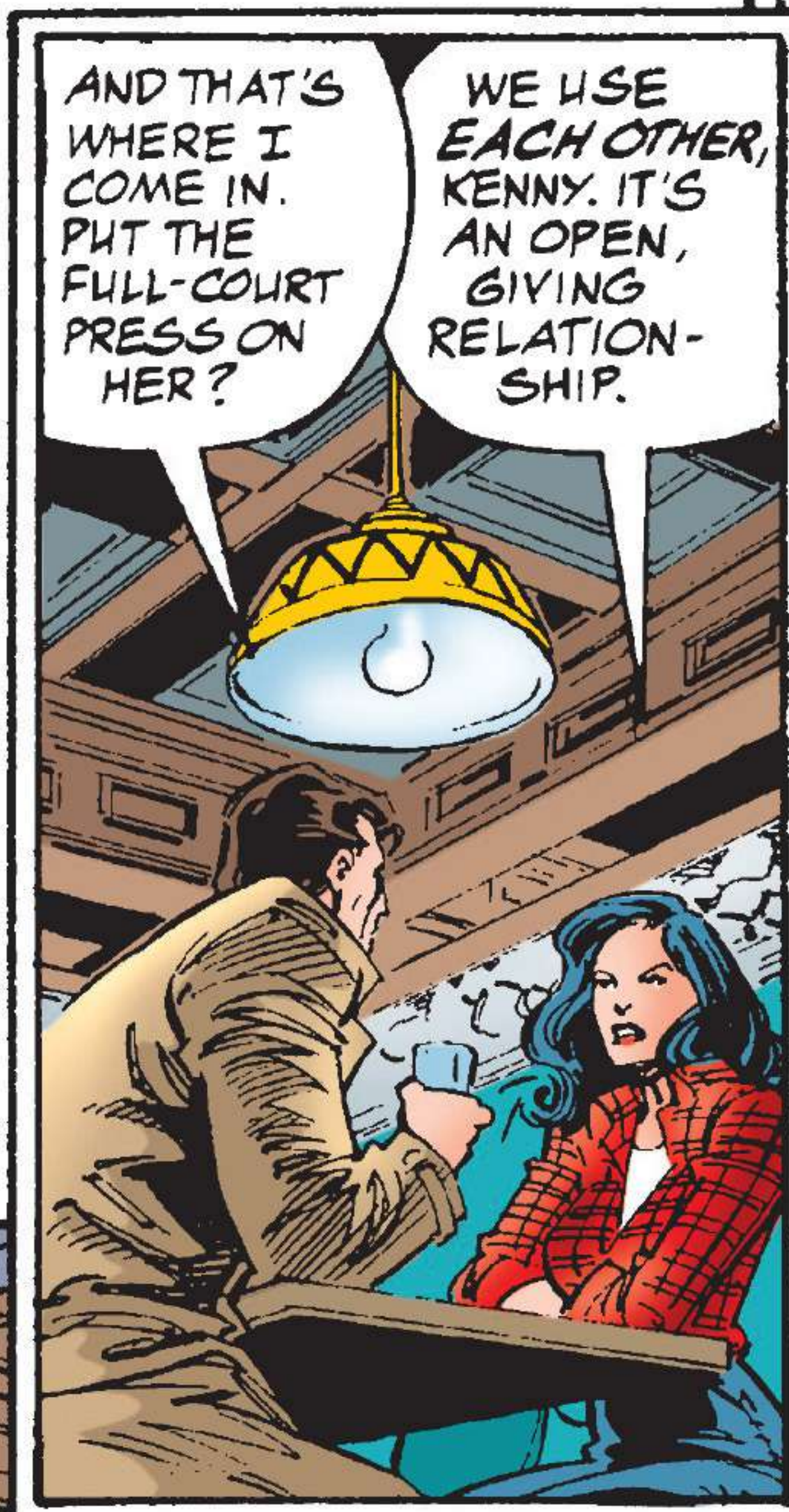
HARDY. SPANDEX BURGLAR KNOWN AS THE BLACK CAT.

SHE'S BEEN LEGIT SINCE HER PAROLE. SET-UP A RITZY P.I. AGENCY CALLED CAT'S EYE.

AND SHE'S YOUR MAIN SUSPECT? DOES SHE KNOW?

I FED YOU THE SETUP WHICH RAN IN TODAY'S PAPER TO GET A RISE OUT OF HER.

I WANT HER NAMED IN TOMORROW'S EDITION. EVERYTHING WE HAVE IS CIRCUMSTANTIAL RIGHT NOW. I NEED HARDY TO MAKE A MISTAKE.



AND THAT'S WHERE I COME IN. PUT THE FULL-COURT PRESS ON HER?

WE USE EACH OTHER, KENNY. IT'S AN OPEN, GIVING RELATIONSHIP.



SO WHAT'S THE ANGLE? BOTCHED ROBBERY TURNED NASTY?

YOU SAID HAVERSHAW'S BODY HAD BEEN RAKED-- AS IF BY CLAWS.



WISH IT WERE THAT SIMPLE. WE FOUND A BUNCH OF CANCELED CHECKS.

MADE OUT TO HARDY'S P.I. FIRM. SIGNED BY ANDREA HERSELF.

WHY WOULD HARDY BITE THE HAND THAT FEEDS HER?



DON'T KNOW. YOU PAYING?

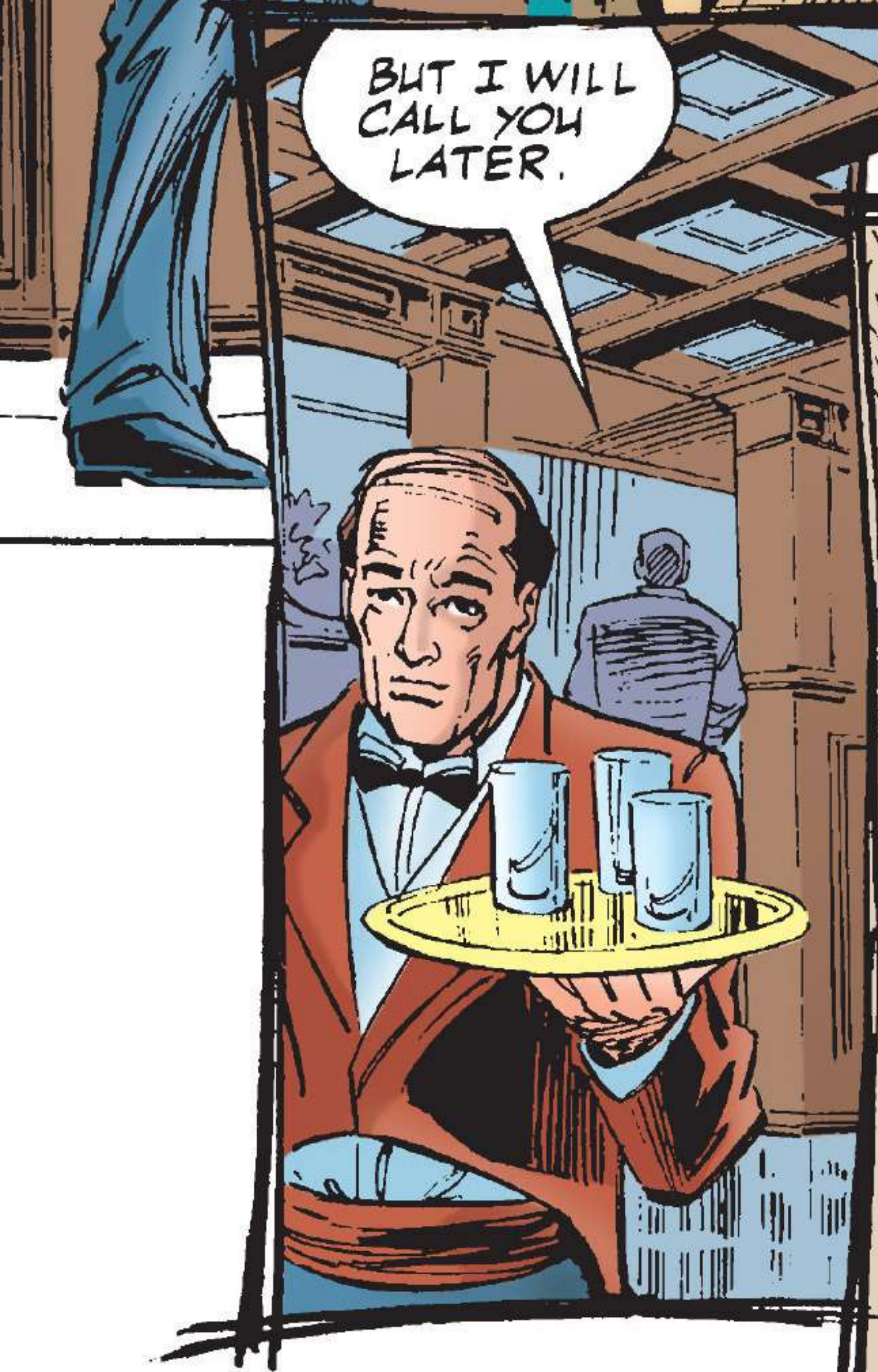
SURE.



WELL, I KNOW ONE THING, MARCY...

...WE'RE GOING TO FIND OUT.

THAT WE ARE, KENNY. AND DON'T CALL ME MARCY.



BUT I WILL CALL YOU LATER.



OOHMMM.



...WHAT THE HECK JUST HAPPENED TO ME?

AFTERNOON. THE BRIGHTON BEACH SECTION OF BROOKLYN.

PAUL PROUST IS THE CO-OWNER OF CAT'S EYE. HE'S ON THE JOB. HE GETS OUT OF HIS AUDI. SLICK CAR. SLICK GUY.

BUT NOT SO SLICK THAT HE SPOTTED THE TAIL WHICH FOLLOWED HIM OUT OF MANHATTAN...

WHAT'S HE DOING OUT HERE?

PATIENCE, SEAN. LET'S KEEP THE "HOTHEADED IRISH COP" STEREOTYPE TO A MINIMUM.

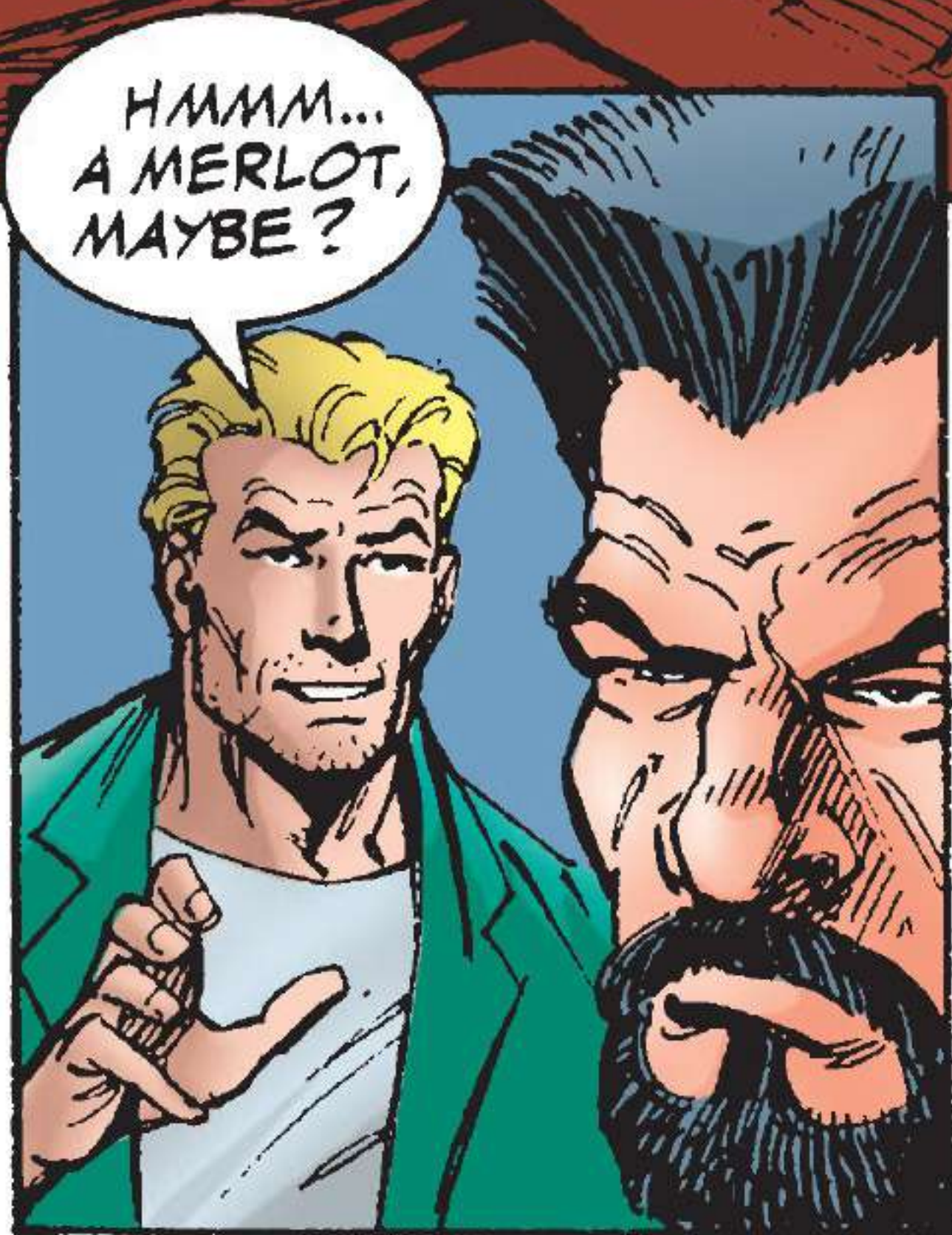
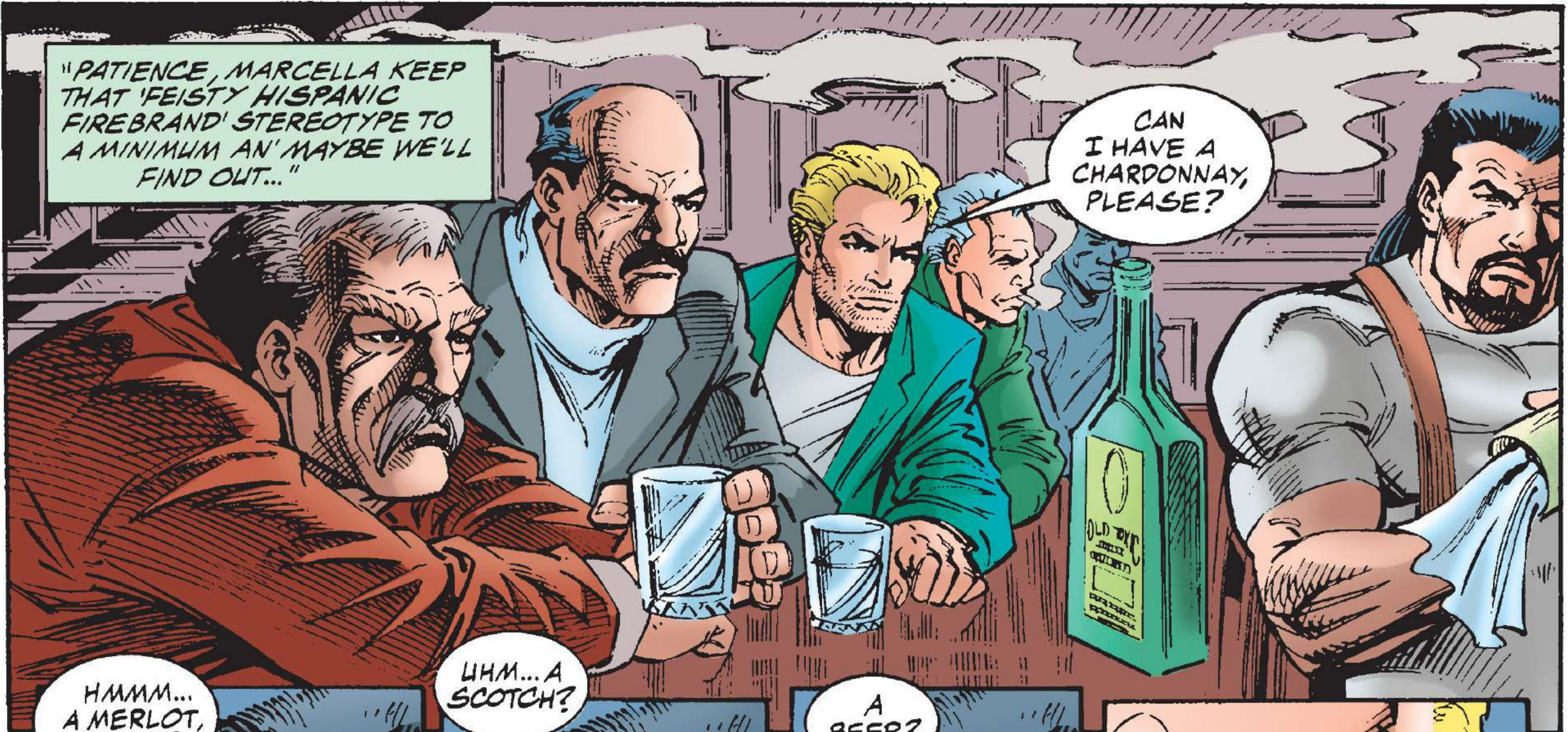
TOUGHER TO DO BY THE MINUTE, MARCY--

GET WITH THE NINETIES, KID. THIS IS BROOKLYN. THAT MEANS WE'RE IN RUSSKIE TERRITORY.

WHAT DOES PROUST OR HARDY OR CAT'S EYE HAVE TO DO WITH THE RUSSIAN MOB?

--SINCE THE BAR HE'S WALKING INTO IS A MOB JOINT.

MAFIA? OUT HERE?



A SILENT STARE IS SHARED BETWEEN THE TWO MEN.

TO PROUST, THE CONVERSATION IS CLEAR.

"YOU DO NOT BELONG HERE," THE MAN SILENTLY SAYS.

"COOL BY ME," PROUST SILENTLY RESPONDS.

AND HE LEAVES...

...THOUGH THE RUSSIAN GANG LORD HAS NO IDEA HOW WRONG HE WAS!

THAT WAS A PRETTY QUICK DRINK!

YEAH, HE PROBABLY WALKED IN AN' ORDERED A WHITE WINE!

WELL, LET'S FOLLOW HIM--

--AND TRY TO FIGURE OUT WHAT THE HECK IS GOING ON HERE WHILE WE'RE STUCK IN TRAFFIC ON THE BQE!

FIFTEEN MINUTES LATER, THE MANHATTAN PENTHOUSE OFFICES OF CAT'S EYE PRIVATE INVESTIGATIONS.

HOW CAN YOU BE A SUSPECT, 'LEESH, IF YOU WEREN'T EVEN THERE?

I WISH I KNEW, LOOP.

IRONIC, HHH?

WHAT?

FOR ALL THE CRIMES YOU DID COMMIT AND NEVER GOT CAUGHT FOR, YOU'RE A SUSPECT IN ONE YOU HAD NOTHING TO DO WITH!

YEAH, ISN'T IRONY JUST SPIFFY?



WHAT DID YOU FIND OUT?

I HACKED INTO THE NYPD SYSTEM LAST NIGHT.

AUTOPSY ON HAVERSHAW SAYS THE WOUNDS WERE PRODUCED BY QUOTE: "RENDING, METALLIC CLAWS."

SO BASICALLY, I'M JAMMED.

DIDN'T GET JIMMY SMITS' PHONE NUMBER WHILE YOU WERE IN BY CHANCE?



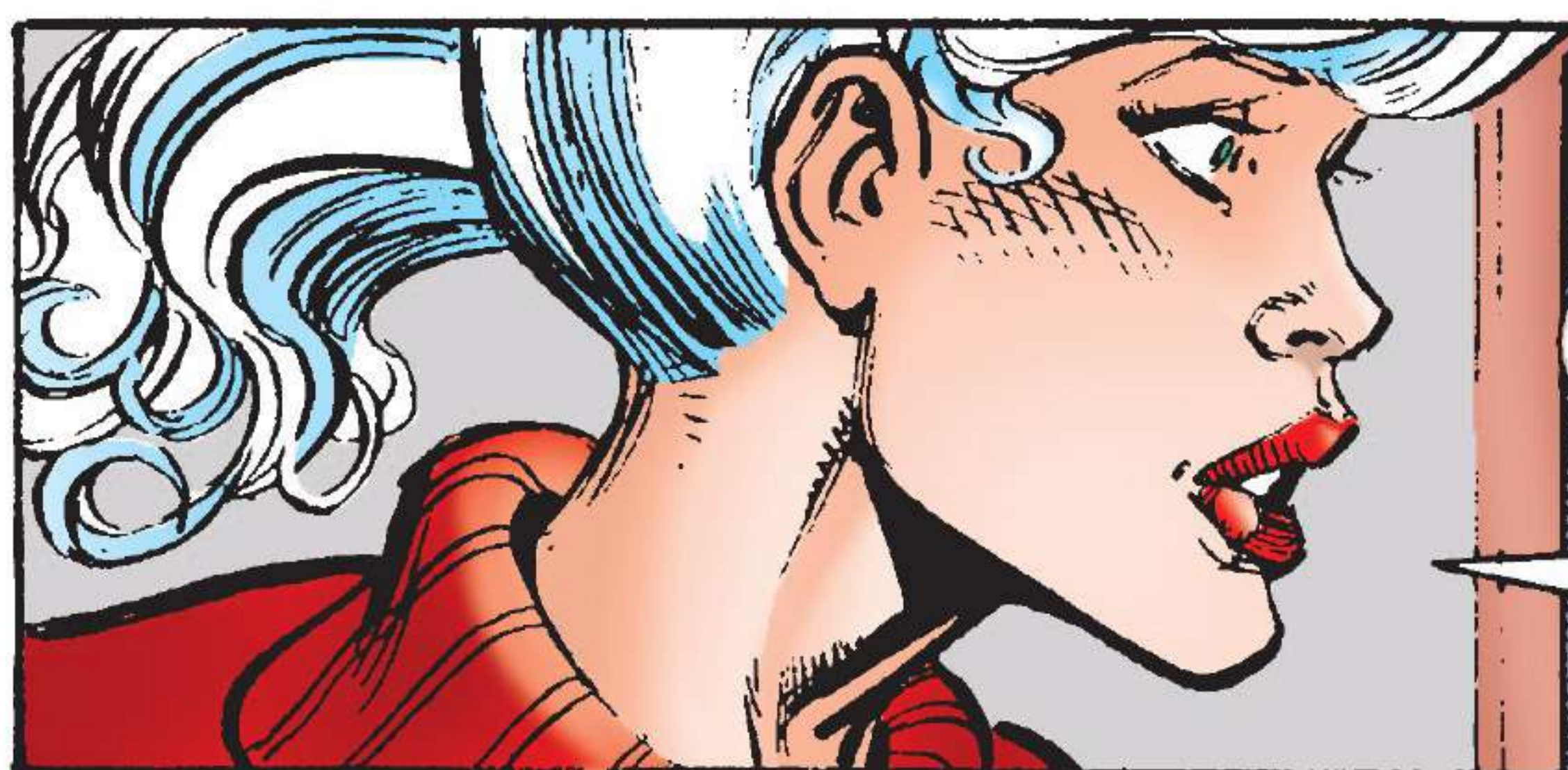
YOU HAVEN'T STOPPED RUBBING YOUR NECK-- YOU OKAY?

I THINK I GOT STUNG BY A BEE.

IN NEW YORK?
IN DECEMBER?

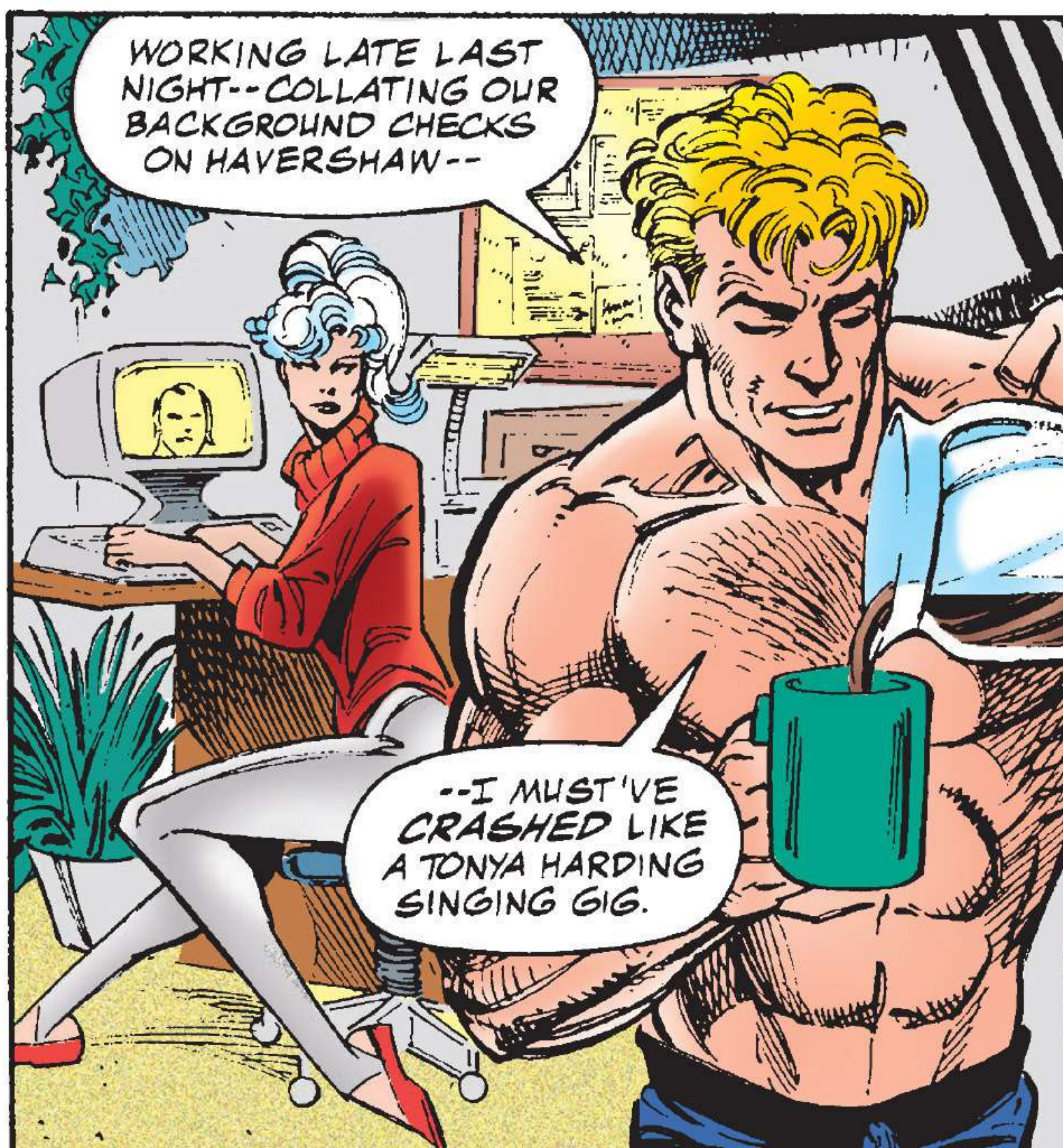
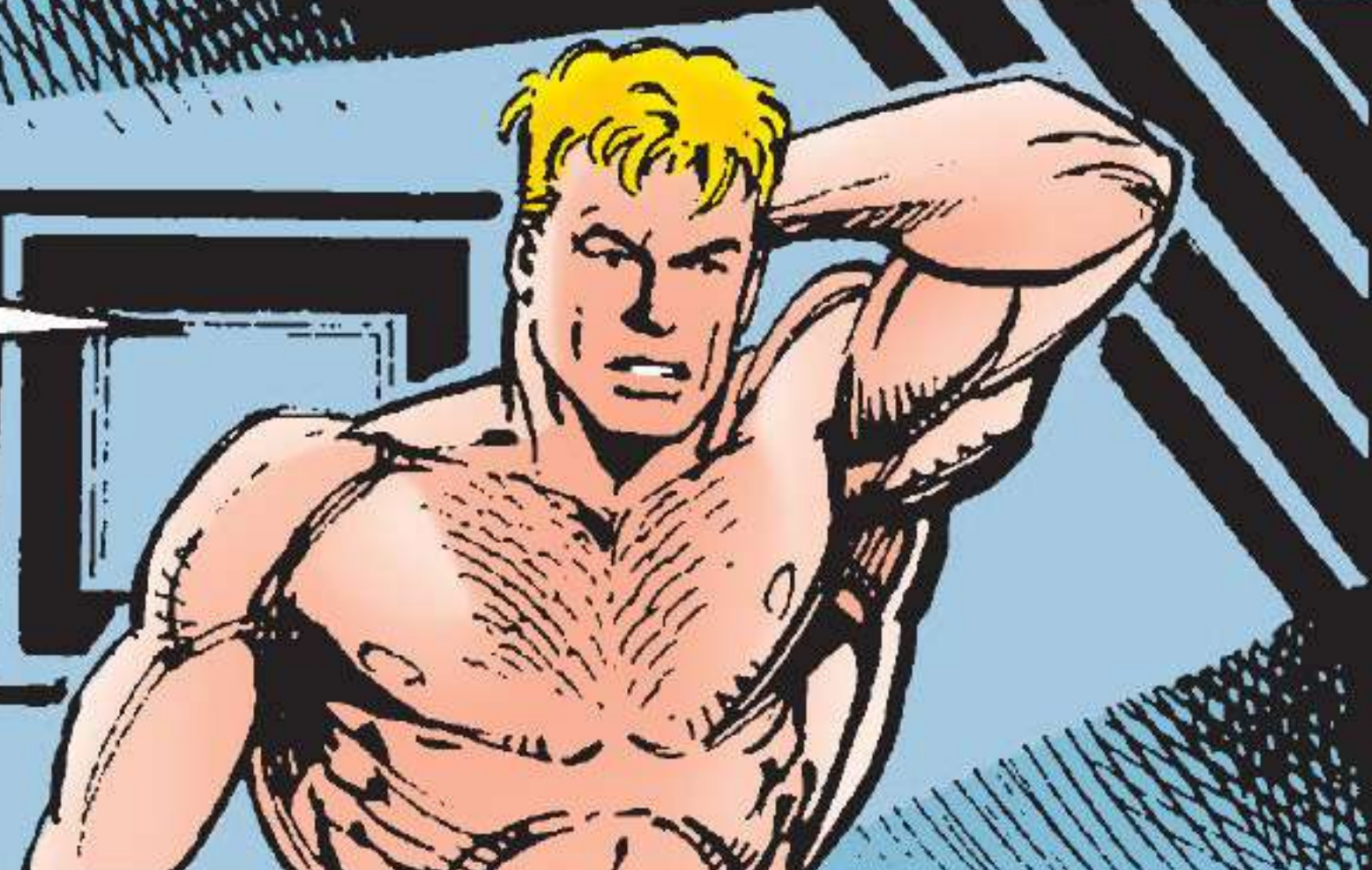


WE BREED THINGS TOUGH HERE IN THE BIG APPLE.



IT WAS THE SAME ONE THAT GOT ME TOO!

PAUL? WERE YOU SLEEPING IN YOUR OFFICE?



WORKING LATE LAST NIGHT-- COLLATING OUR BACKGROUND CHECKS ON HAVERSHAW--

--I MUST'VE CRASHED LIKE A TONYA HARDING SINGING GIG.



AND DON'T TELL ME-- WHEN YOU WOKE UP, YOUR NECK FELT LIKE IT'D BEEN JABBED BY A KNIFE?

YEAH, HOW'D--



BECAUSE IT HAPPENED TO ME TOO-- ON SATURDAY MORNING!

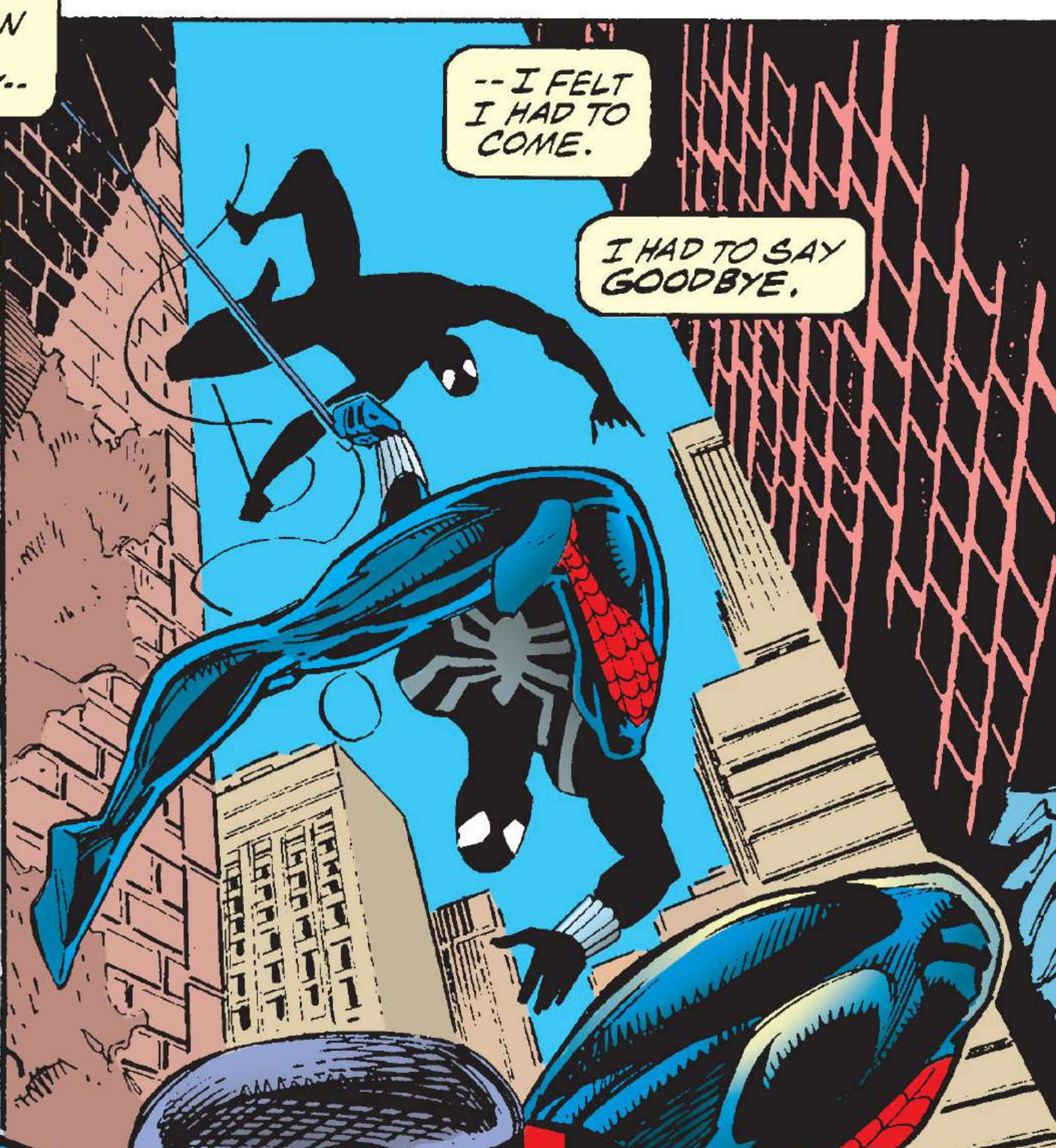
SOME-THING REALLY STRANGE IS GOING ON...



ANDREA'S WAKE IS TODAY.

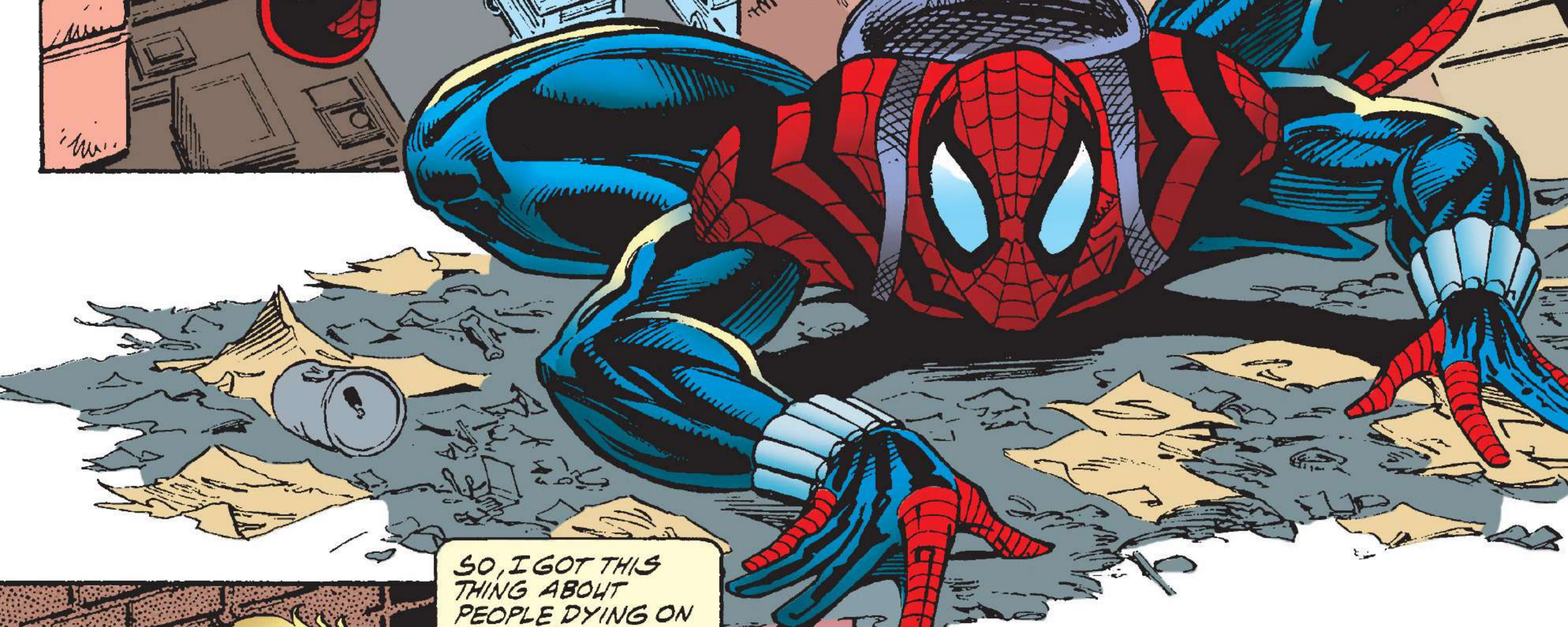
MOST OF NEW YORK'S ELITE ARE HERE.

AND EVEN THOUGH NEITHER SPIDER-MAN NOR BEN REILLY FALL INTO THAT CATEGORY--



-- I FELT I HAD TO COME.

I HAD TO SAY GOODBYE.



SO, I GOT THIS THING ABOUT PEOPLE DYING ON ME WITHOUT PROPER FAREWELLS, WHAT CAN I SAY?

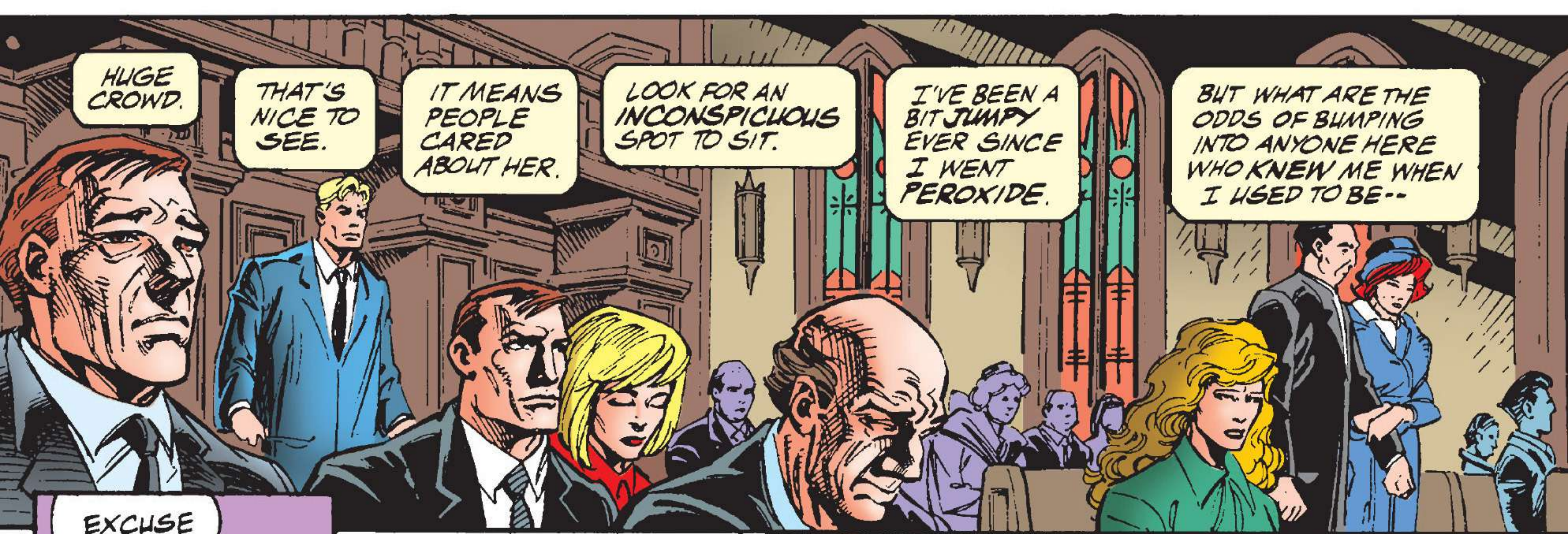
IT SEEMS TO HAVE BECOME A RECURRING THEME IN MY LIFE.



I JOIN IN THE FLOW.



IT'S NOT LIKE THEY GIVE OUT INVITATIONS TO A WAKE.



HUGE CROWD.

THAT'S NICE TO SEE.

IT MEANS PEOPLE CARED ABOUT HER.

LOOK FOR AN INCONSPICUOUS SPOT TO SIT.

I'VE BEEN A BIT JUMPY EVER SINCE I WENT PEROXIDE.

BUT WHAT ARE THE ODDS OF BUMPING INTO ANYONE HERE WHO KNEW ME WHEN I USED TO BE--



EXCUSE ME--

--PETER PARKER--?



WATCH WHERE YOU'RE WALKING, YOUNG MAN!

J. JONAH JAMESON?!

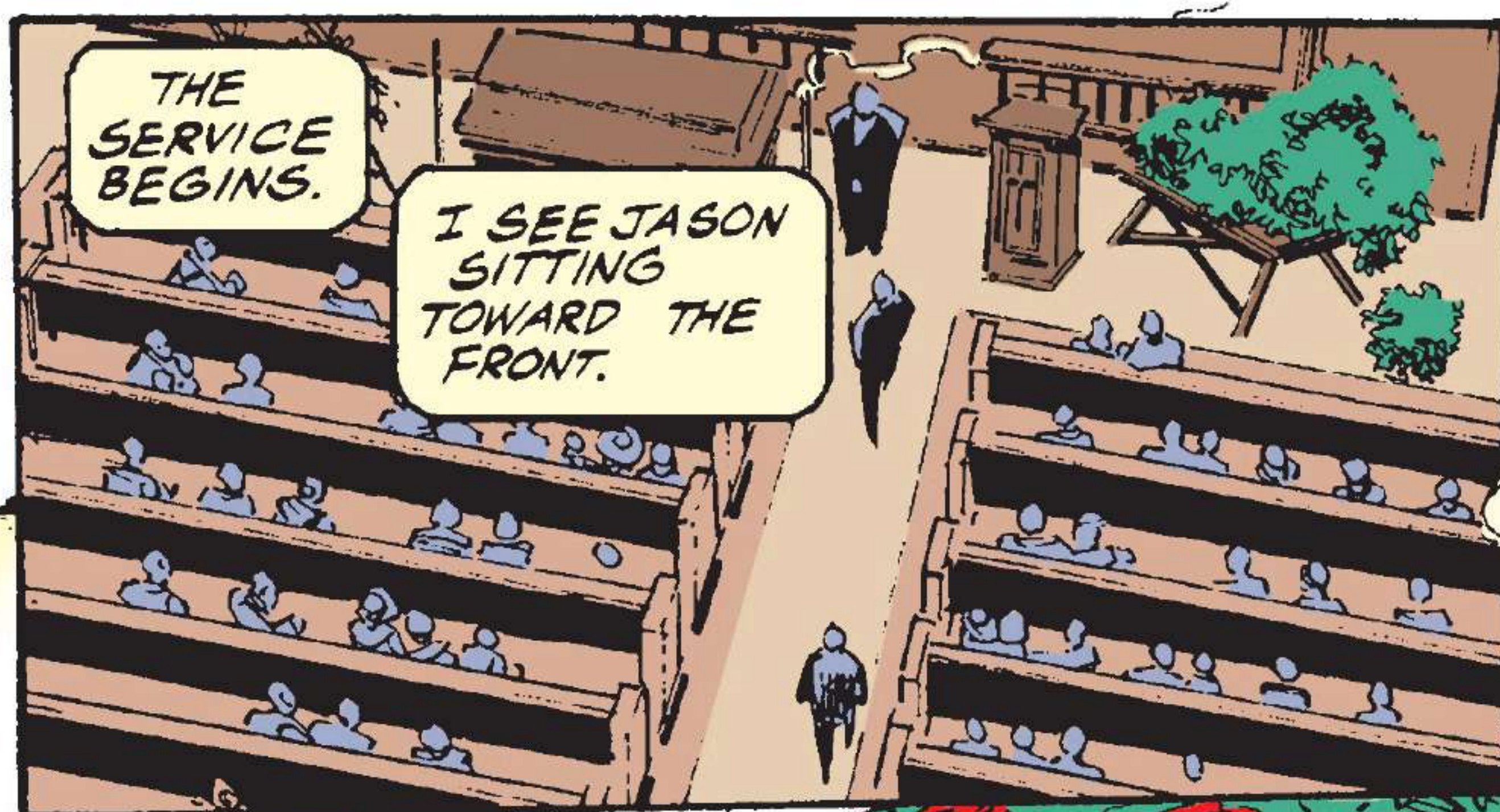


I DON'T KNOW WHETHER TO HUG HIM OR RUN SCREAMING!

WHEN I WAS THAT AGE, WE MINDED OUR MANNERS!

USED TO TAKE AN IRON TO OUR SHIRTS ONCE IN A WHILE, TOO!

I THINK I'LL JUST SIT.

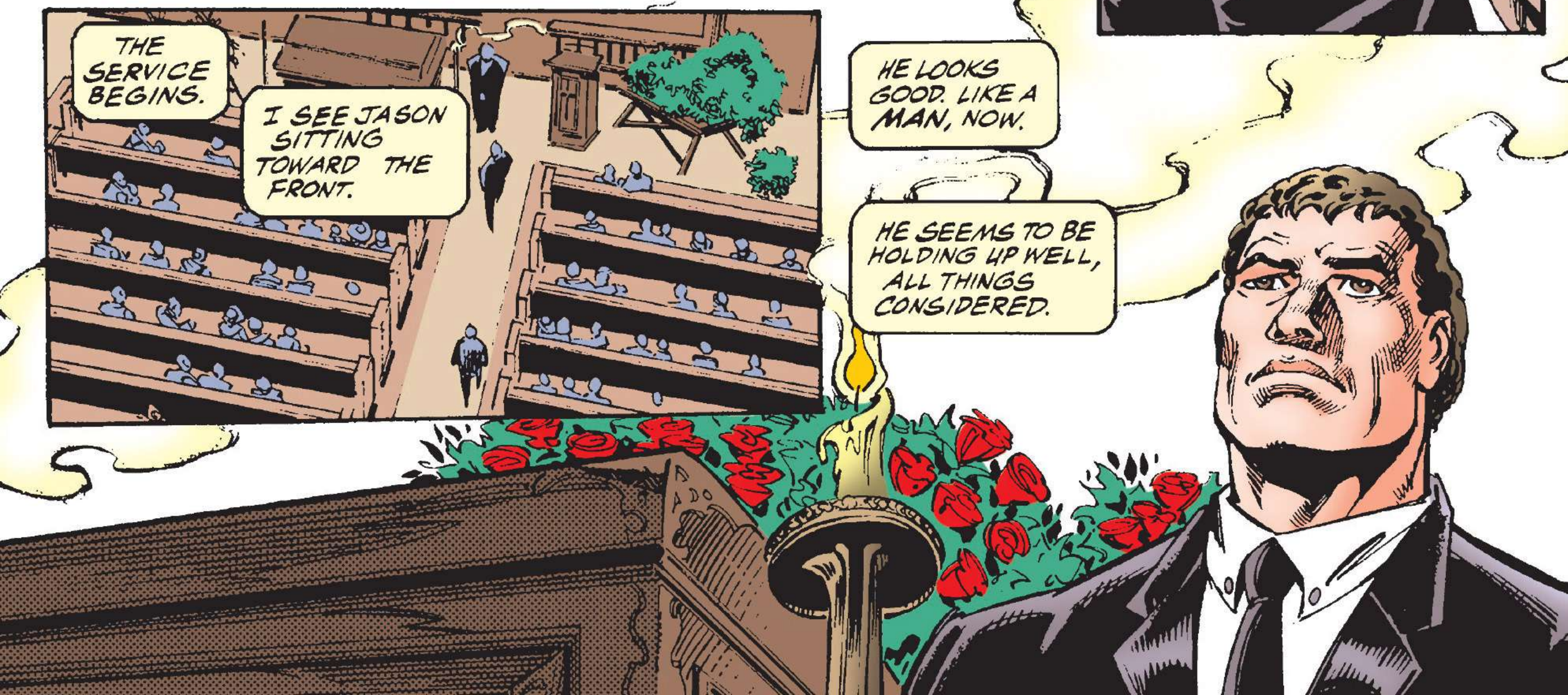


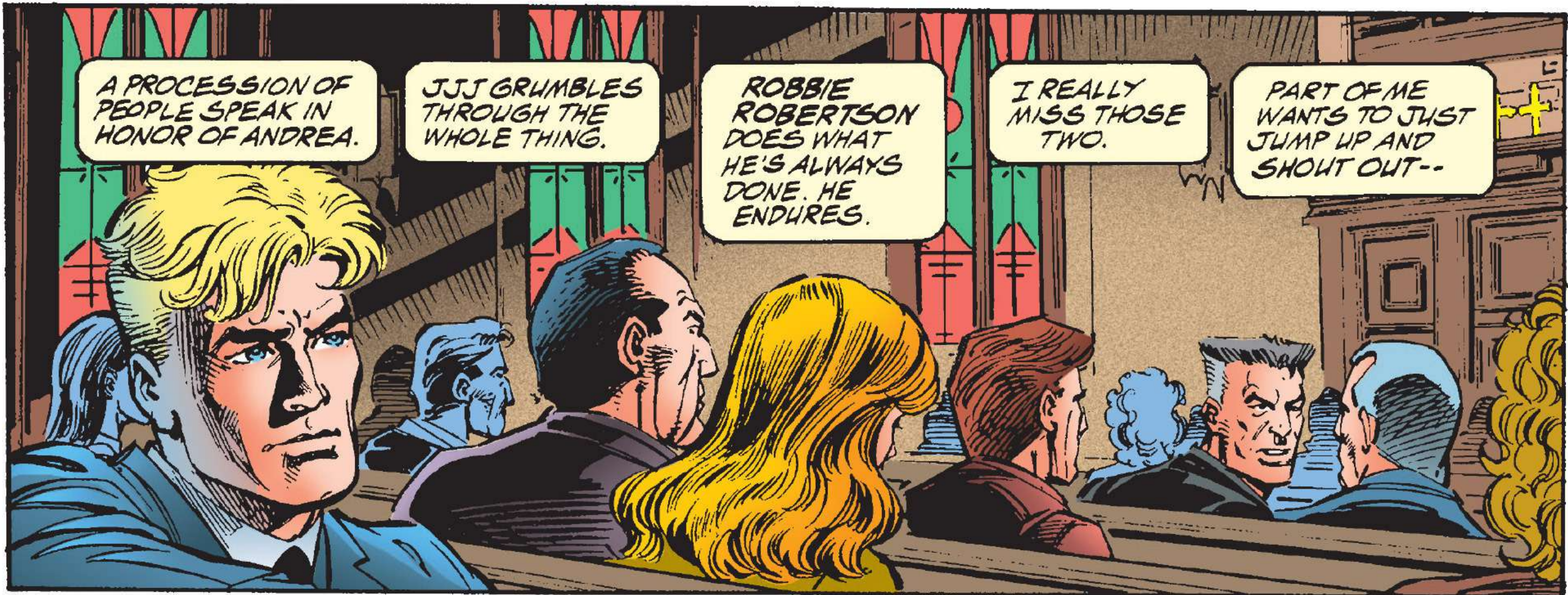
THE SERVICE BEGINS.

I SEE JASON SITTING TOWARD THE FRONT.

HE LOOKS GOOD. LIKE A MAN, NOW.

HE SEEMS TO BE HOLDING UP WELL, ALL THINGS CONSIDERED.





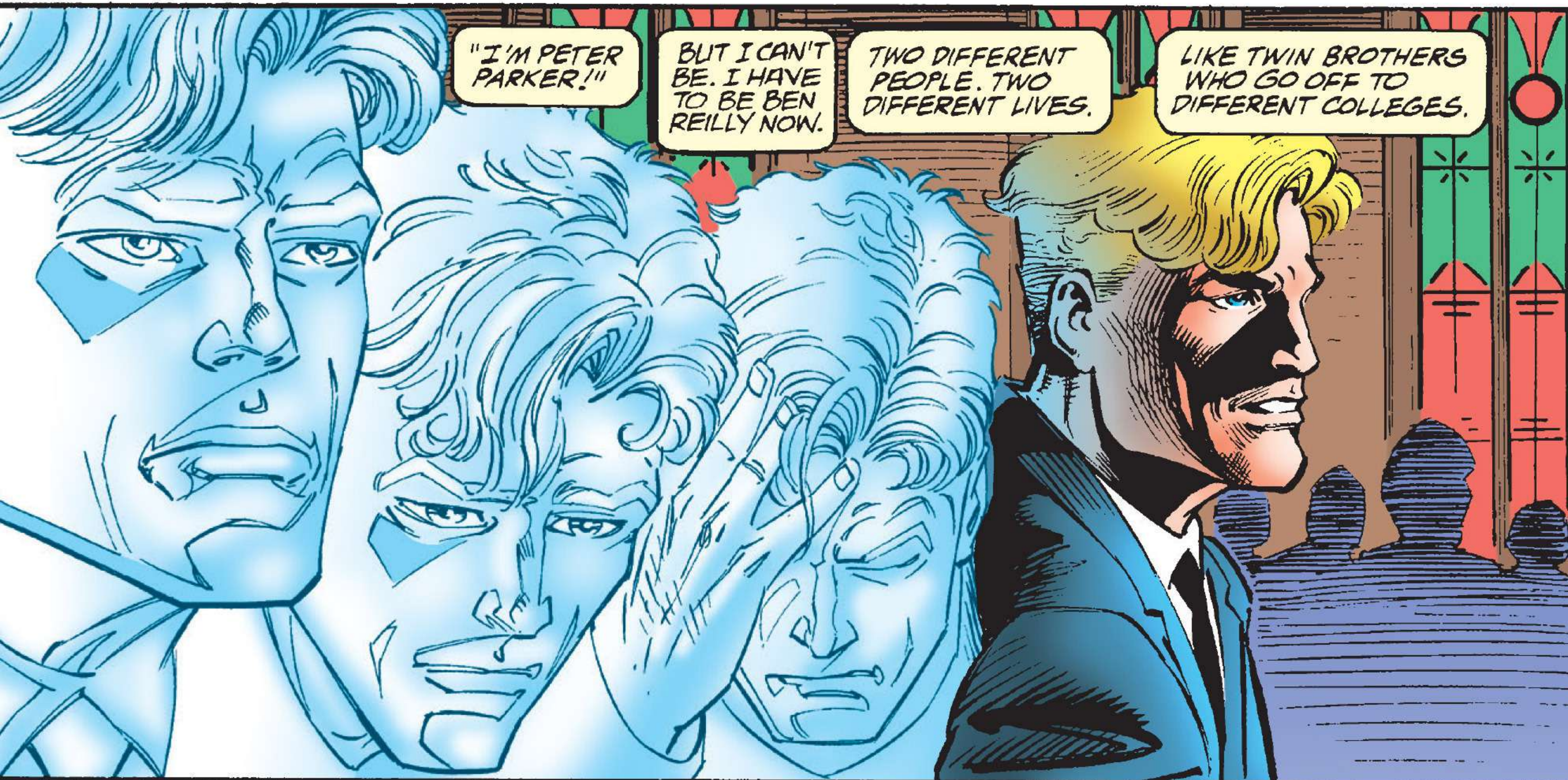
A PROCESSION OF PEOPLE SPEAK IN HONOR OF ANDREA.

JJJ GRUMBLES THROUGH THE WHOLE THING.

ROBBIE ROBERTSON DOES WHAT HE'S ALWAYS DONE. HE ENDURES.

I REALLY MISS THOSE TWO.

PART OF ME WANTS TO JUST JUMP UP AND SHOUT OUT--

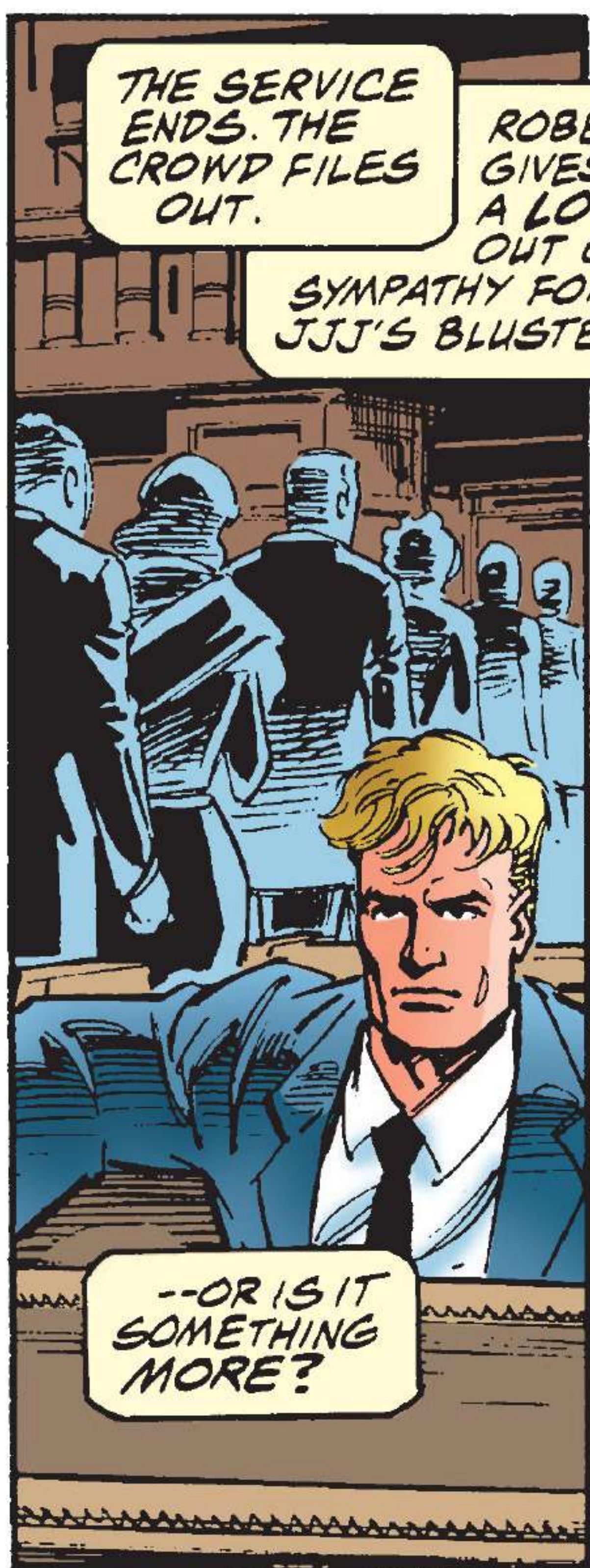


"I'M PETER PARKER!"

BUT I CAN'T BE. I HAVE TO BE BEN REILLY NOW.

TWO DIFFERENT PEOPLE. TWO DIFFERENT LIVES.

LIKE TWIN BROTHERS WHO GO OFF TO DIFFERENT COLLEGES.



THE SERVICE ENDS. THE CROWD FILES OUT.

ROBBIE GIVES ME A LOOK. OUT OF SYMPATHY FOR JJJ'S BLUSTER--

--OR IS IT SOMETHING MORE?



DISMISS IT, BENJAMIN. YOU'RE PARANOID.

JASON--?

I'M SORRY, DO I KNOW YOU?



BEN, REILLY. FROM HVM.

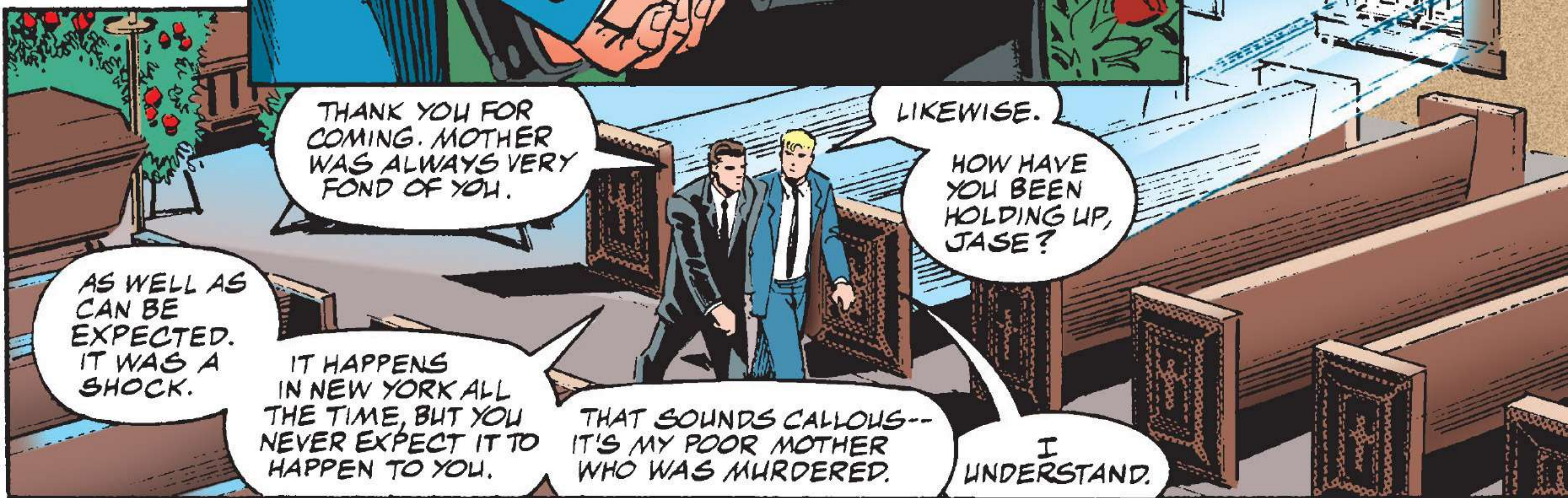


BEN--OF COURSE!
I'M SORRY--I DIDN'T
RECOGNIZE YOU--

-- THE
HAIR AND
ALL.

WHEN I
MOVED TO
NEW YORK
I WENT FOR
SOMETHING
A BIT...
DIFFERENT.

WE ALL
NEED A NEW
LOOK NOW AND
THEN, BEN.



THANK YOU FOR
COMING. MOTHER
WAS ALWAYS VERY
FOND OF YOU.

LIKEWISE.

HOW HAVE
YOU BEEN
HOLDING UP,
JASE?

AS WELL AS
CAN BE
EXPECTED.
IT WAS A
SHOCK.

IT HAPPENS
IN NEW YORK ALL
THE TIME, BUT YOU
NEVER EXPECT IT TO
HAPPEN TO YOU.

THAT SOUNDS CALLOUS--
IT'S MY POOR MOTHER
WHO WAS MURDERED.

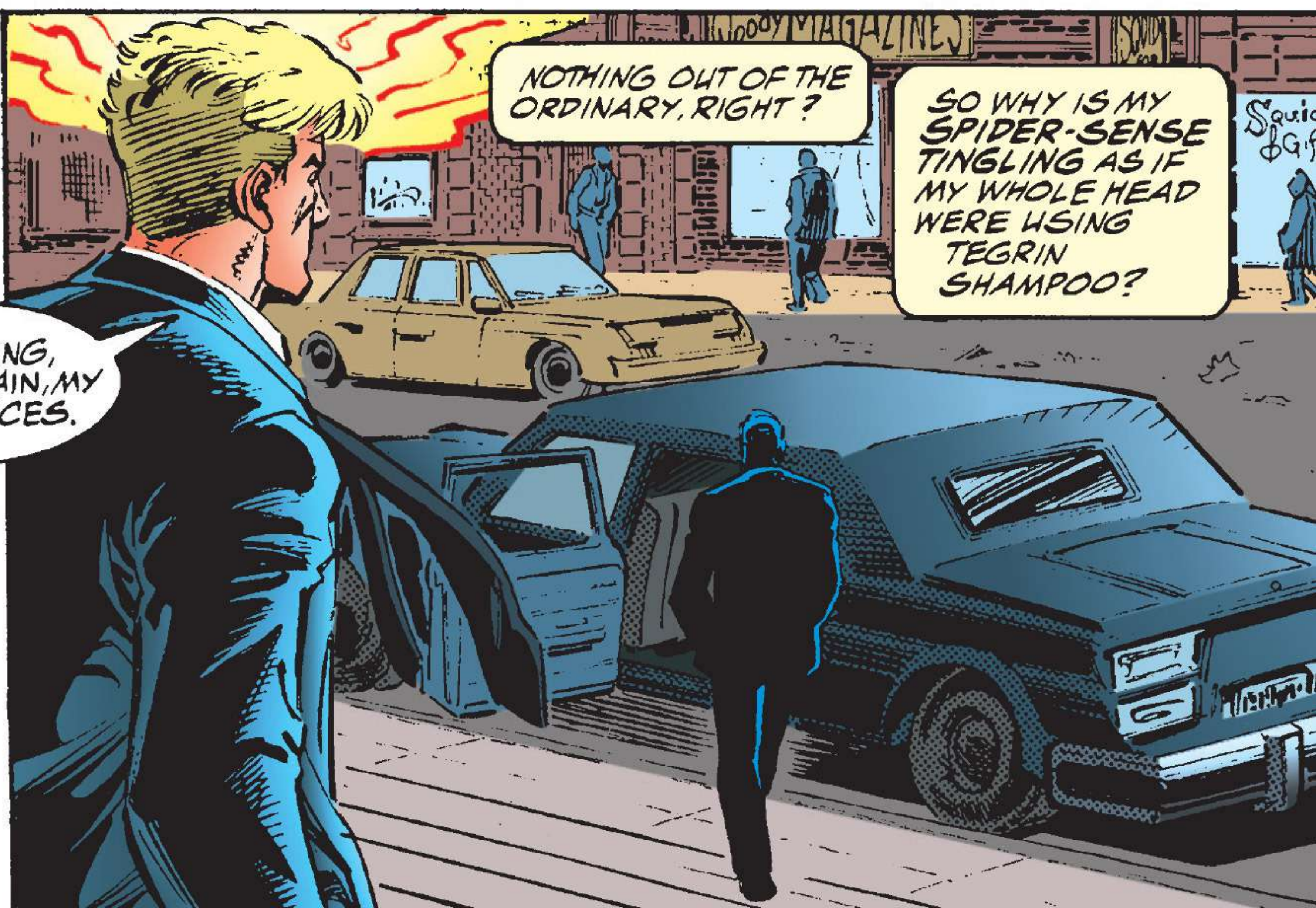
I
UNDERSTAND.



LISTEN, I
HAVE TO GO
TO THE
CEMETERY.

CALL ME
SOON, BEN.
IT'D BE GREAT
TO CATCH UP.

SURE THING,
JASE. AGAIN, MY
CONDOLENCES.



NOTHING OUT OF THE
ORDINARY, RIGHT?

SO WHY IS MY
SPIDER-SENSE
TINGLING AS IF
MY WHOLE HEAD
WERE USING
TEGRIN
SHAMPOO?

DAILY BUGLE

CITY DESK.
HOLD ON.

CIRCULATION.
PLEASE HOLD.

PRESS
ROOM.
HANG ON.

--HOW YOU CAN
WASTE A DAY ON
THE DEAD--

--WHEN THE
LIVING STILL
HAVE WORK
TO DO!

WE'RE BACK JUST
IN TIME FOR THE
PRODUCTION WRAP.

ELLIS--DID YOU
GET CONFIRMATION
FROM YOUR SOURCE?

JUST
TALKED
WITH
HER--

THOUGHT
YOU WERE
HAVING
LUNCH?

WEIRDEST
THING
HAPPENED
TO ME--

ARE YOU LOOKING
INTO EYES THAT
CARE, ELLIS?

FOR AS
LONG AS I
LIVE, I'LL NEVER
UNDERSTAND--

NO I
AM NOT,
JONAH.

ON-THE-
RECORD
QUOTE?

FROM A COP? IN THE
MIDDLE OF AN
INVESTIGATION? SELL
YOU A BRIDGE.

IS IT GOOD
ENOUGH FOR
PAGE ONE?

WE NAME
THE LEAD
SUSPECT!

NOT
GOOD
ENOUGH.

YOU HAVE
SOMETHING
COOKING, KEN,
BUT IT'S NOT
STEW YET.

ELLIS--
TELEPHONE!

I'M IN A
MOOD. THIS
BETTER BE
GOOD.

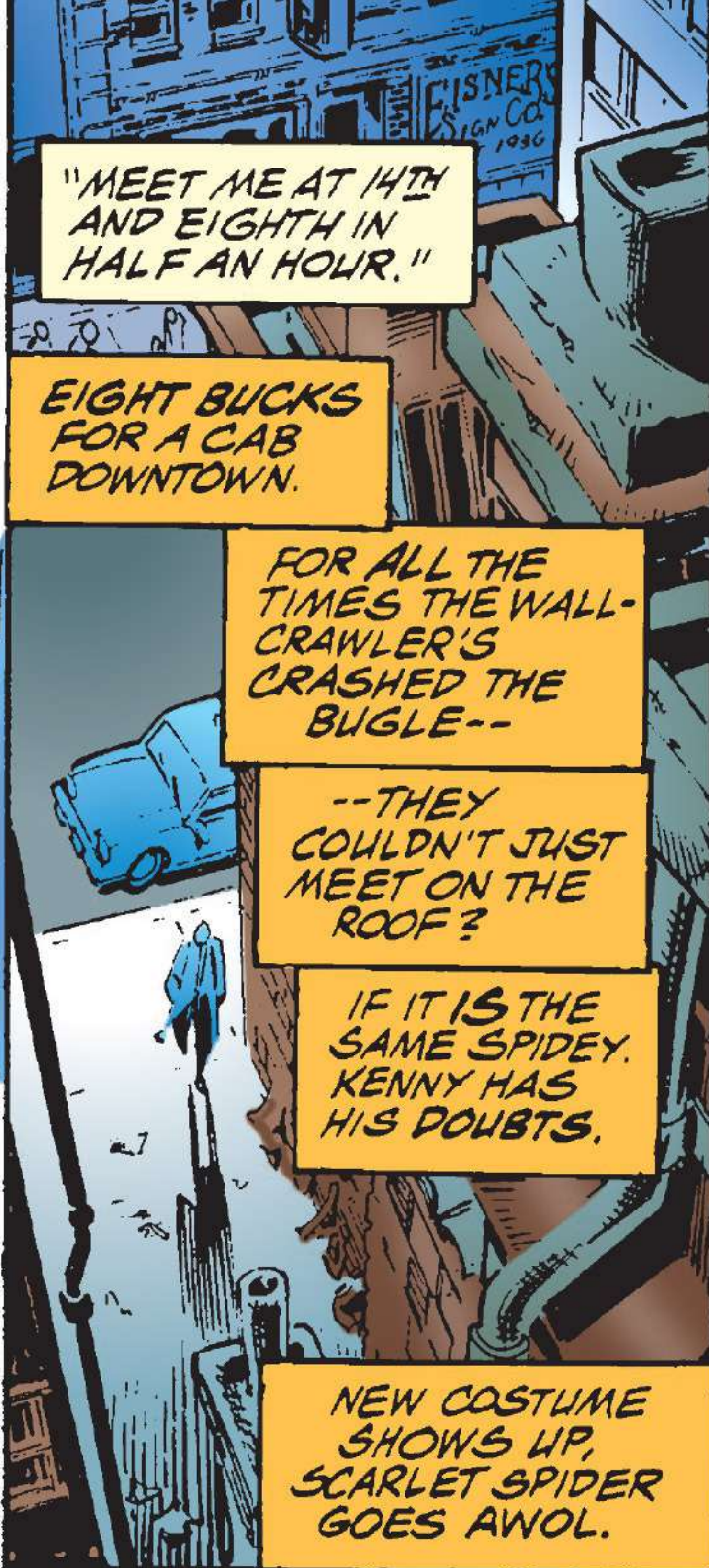


ELLIS
IT'S SPIDER-
MAN.

YEAH?

YEAH.

WE HAVE TO
TALK ABOUT THE
HAVERSHAW
MURDER.



"MEET ME AT 14TH
AND EIGHTH IN
HALF AN HOUR."

EIGHT BUCKS
FOR A CAB
DOWNTOWN.

FOR ALL THE
TIMES THE WALL-
CRAWLER'S
CRASHED THE
BUGLE--

--THEY
COULDN'T JUST
MEET ON THE
ROOF?

IF IT IS THE
SAME SPIDEY,
KENNY HAS
HIS DOUBTS.

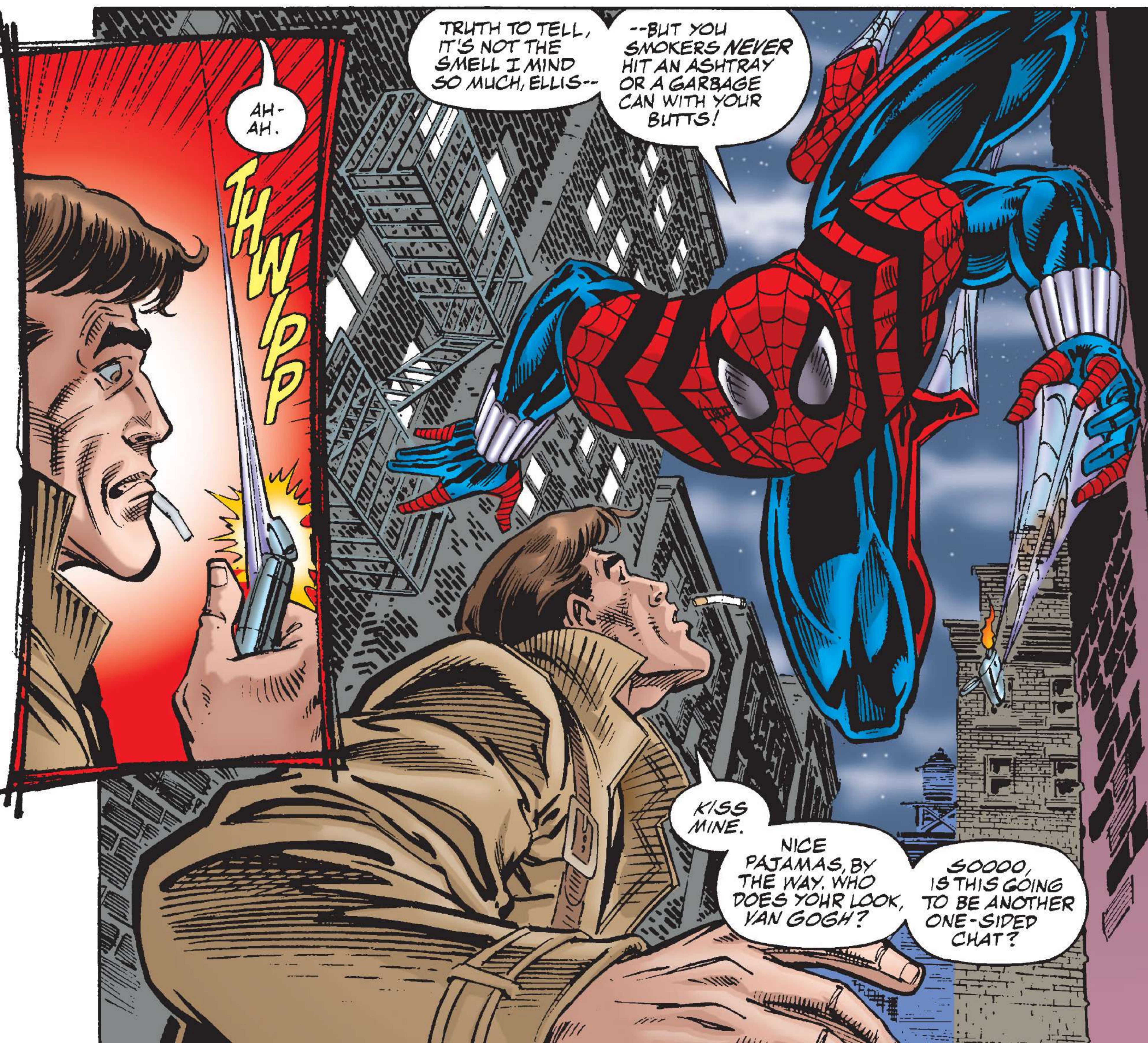
NEW COSTUME
SHOWS UP,
SCARLET SPIDER
GOES AWOL.



BUT THAT'S ANOTHER
STORY ALTOGETHER*.

NECK STILL HURTS.
LIKE HE GOT HIT WITH
A 2X4 WITH A NAIL
IN IT!

*SEE SPIDER-MAN:
THE FINAL ADVENTURE
LIMITED SERIES--ON
SALE NOW!



AH-
AH.

THW
IP P

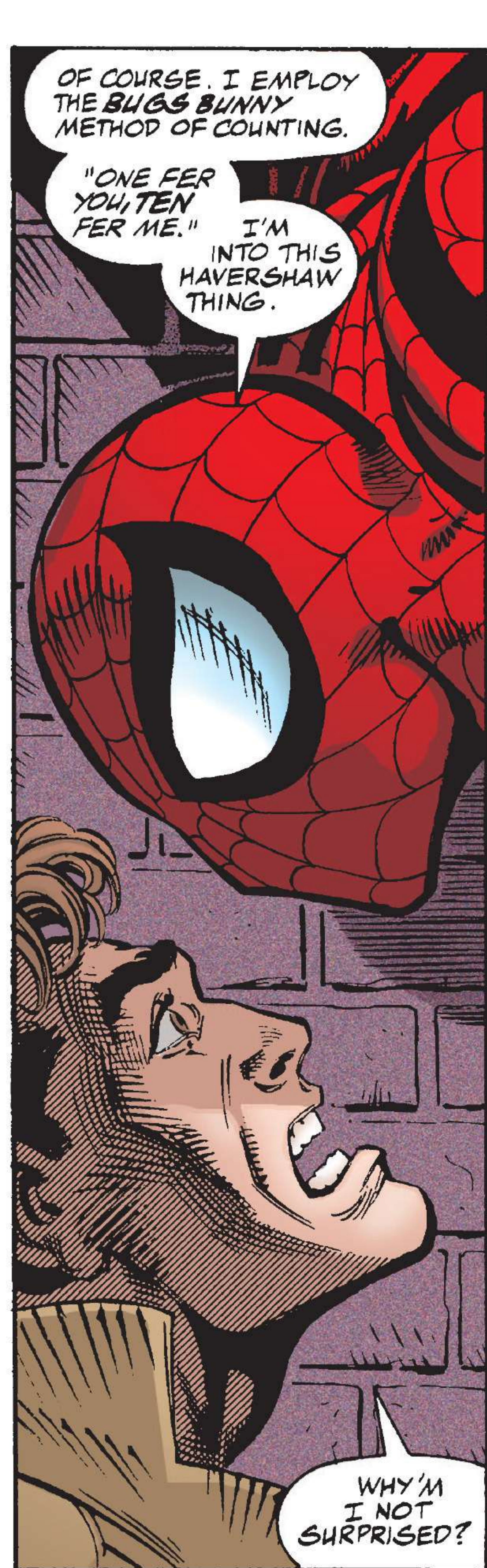
TRUTH TO TELL,
IT'S NOT THE
SMELL I MIND
SO MUCH, ELLIS--

--BUT YOU
SMOKERS NEVER
HIT AN ASHTRAY
OR A GARBAGE
CAN WITH YOUR
BUTTS!

KISS
MINE.

NICE
PAJAMAS, BY
THE WAY, WHO
DOES YOUR LOOK,
VAN GOGH?

SOOOO,
IS THIS GOING
TO BE ANOTHER
ONE-SIDED
CHAT?



OF COURSE. I EMPLOY THE BUGS BUNNY METHOD OF COUNTING.

"ONE FER YOU, TEN FER ME."

I'M INTO THIS HAVERSHAW THING.

WHY'M I NOT SURPRISED?



I DON'T KNOW, WHY AREN'T YOU?

COY DOESN'T SUIT YOU, SPIDEY.

YOU AND THE SILVER-HAIRED BEAUTY HAD SOMETHING GOING A WHILE BACK, DIDN'T YOU?



SILVER--? HMM.

IS THE BLACK CAT DEFINITELY INVOLVED IN THIS?

OH, UP TO HER FUR-LINED COLLAR.

EVIDENCE?

MOUNTING.

I GOT 'TIL MIDNIGHT TONIGHT--



--TO MAKE THIS TOMORROW'S FRONT PAGE!

PRIME SUSPECT

ELLIS TELLS ME ENOUGH
TO TELL ME THAT I HAVE
TO SEE MS. HARDY.

I DON'T KNOW
HER VERY WELL.
SHE AND PETER
DID HAVE A--
RELATIONSHIP--
A COUPLE YEARS
BACK.

SHE KNOWS
PETER WAS SPIDEY.

SHE DOESN'T
KNOW I'M SPIDEY
NOW, BUT-- DUH--
HOW HARD WILL
THAT BE FOR HER
TO FIGURE OUT?

PETER ACTUALLY
DATED THIS WOMAN.
REVEALED HIS
SECRET IDENTITY
TO HER.

SHE WAS A
CONVICTED
BURGLAR!
SIGH.

HE MUST'VE
TRUSTED HER.
BUT CAN I?

SOMEONE'S IN
HER OFFICE.
HER PARTNER.
PRIEST? PROUST.

WHAT DID YOU
FIND ON THE
RUSSIANS,
LOOP?

I'M
DUMPING
IT DOWN TO
YOU NOW,
PAUL.

THE KASATANOV
FAMILY USED TO BE
KGB BEFORE THE
SOVIET UNION
FELL APART?

TIES INTO
A LOT OF
NASTY "BLACK
OPS"--IRAN,
IRAQ,
AFGHANISTAN,
EAST
GERMANY...

HOW DID
HAVERSHAW
GET HIMSELF
IN DEBT TO
THESE
GUYS?

JASON--TIED
IN TO RUSSIAN
MOBSTERS?

NEXT I'LL
WALK INTO A
CATERPILLAR
SMOKING A
HOOKAH PIPE!

AIR RAID SIREN
GOES OFF
BETWEEN MY
EARS.

THIS
IS ONLY
A TEST.

IN CASE OF
A REAL
EMERGENCY--

--THE BLACK CAT
WOULD HAVE
SCRATCHED YOUR
EYES OUT!

I'M
DISAPPOINTED,
SPIDER.

THAT
YOU
MISSED?

NO, THAT YOUR
SPIDER-SENSE
DETECTED ME AT
ALL-- IT'S ONLY
SUPPOSED TO DO
THAT IF YOU CON-
SIDERED ME A
THREAT TO YOU!

YOU DON'T
THINK I'M
DANGEROUS,
DO YOU?

JUST
BECAUSE YOU'RE
A CONVICTED FELON
UNDER SUSPICION
OF MURDER?

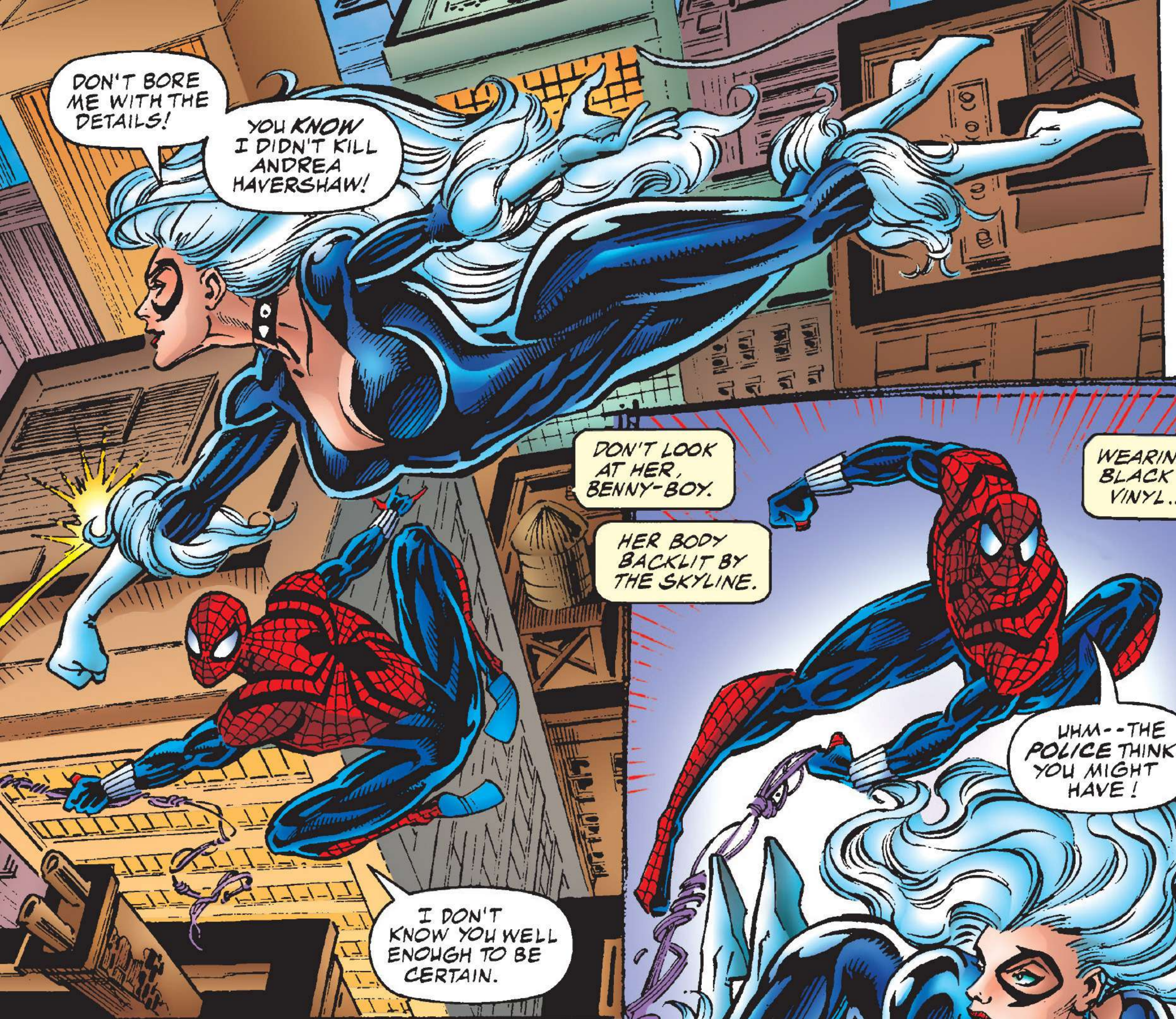
ATOM
BOMBS.

CANCER.

GALACTUS.

THE WAY
SHE FILLS
OUT THAT
COSTUME.

NOOOO,
WHY WOULD
I THINK
THAT?



DON'T BORE ME WITH THE DETAILS!

YOU KNOW I DIDN'T KILL ANDREA HAVERSHAW!

DON'T LOOK AT HER, BENNY-BOY.

HER BODY BACKLIT BY THE SKYLINE.

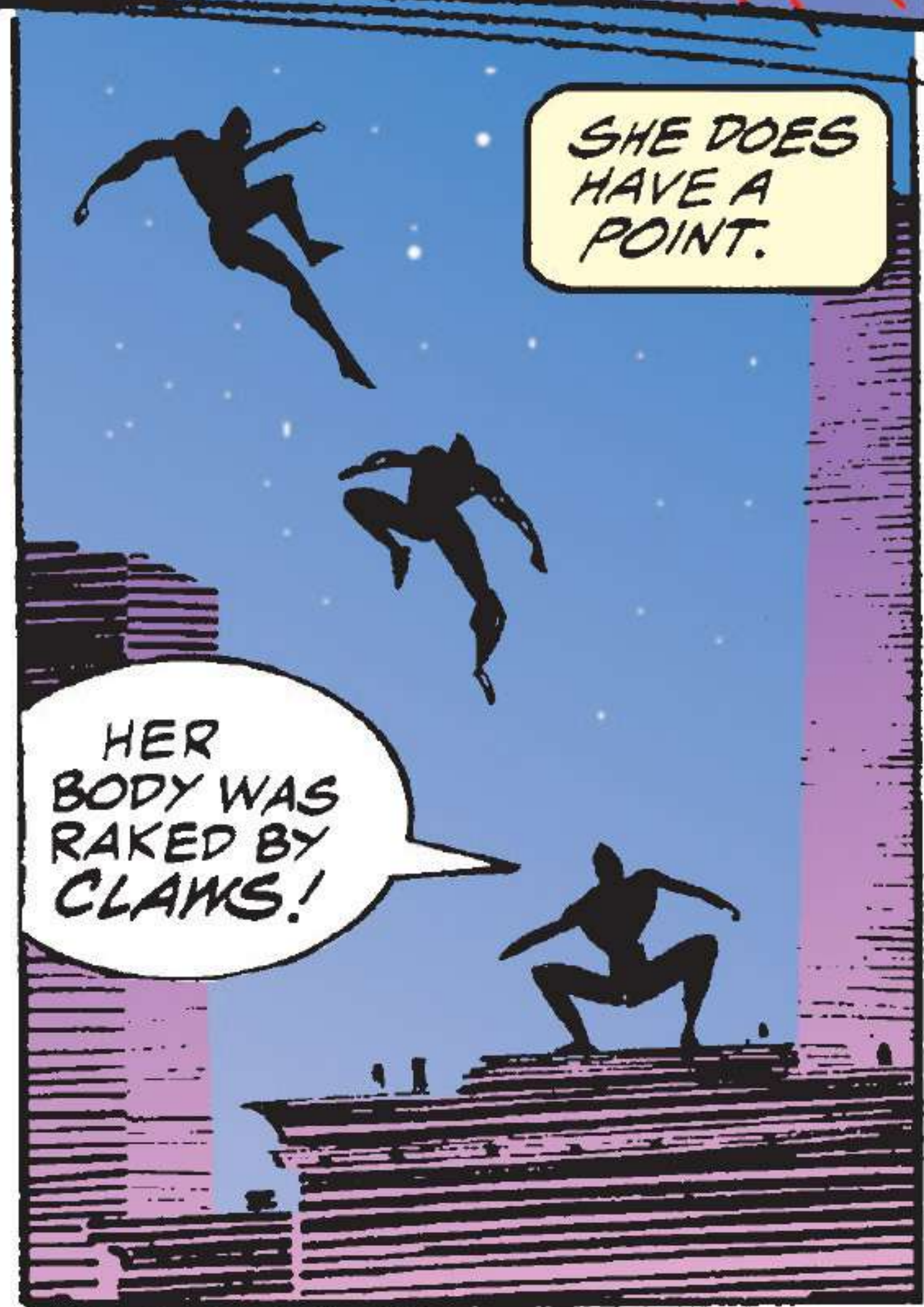
WEARING BLACK VINYL...

UHM--THE POLICE THINK YOU MIGHT HAVE!

I DON'T KNOW YOU WELL ENOUGH TO BE CERTAIN.

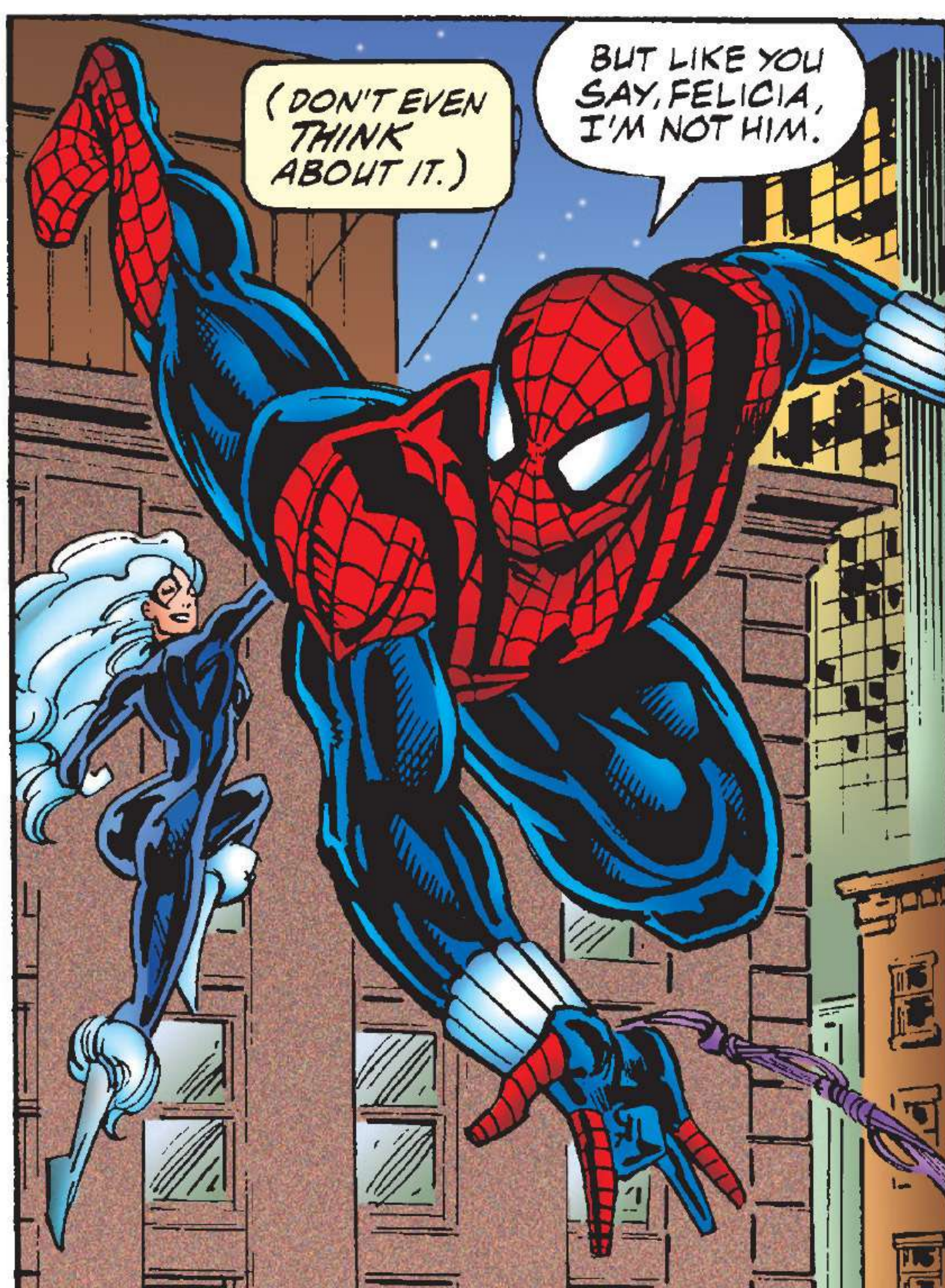


THE SAME POLICE WHO'VE CONSIDERED YOU A BAD GUY FOR ALL THESE YEARS?



SHE DOES HAVE A POINT.

HER BODY WAS RAKED BY CLAWS!





I SHOULDN'T HAVE TO PROVE ANYTHING TO YOU, SPIDER.

ACTUALLY, IN MY OPINION, IT'S THE OTHER WAY AROUND!

WHAT? ARE YOU SERIOUS?

WHAT DO I HAVE TO PROVE TO YOU?

THAT YOU DESERVE THE COSTUME.

THAT YOU DESERVE MY TRUST.

YOUR TRUST?

LADY, I DON'T KNOW WHERE YOU GET OFF--

NO. YOU DON'T.

BUT PETER DID.

THAT'S THE PROBLEM, SPIDER.

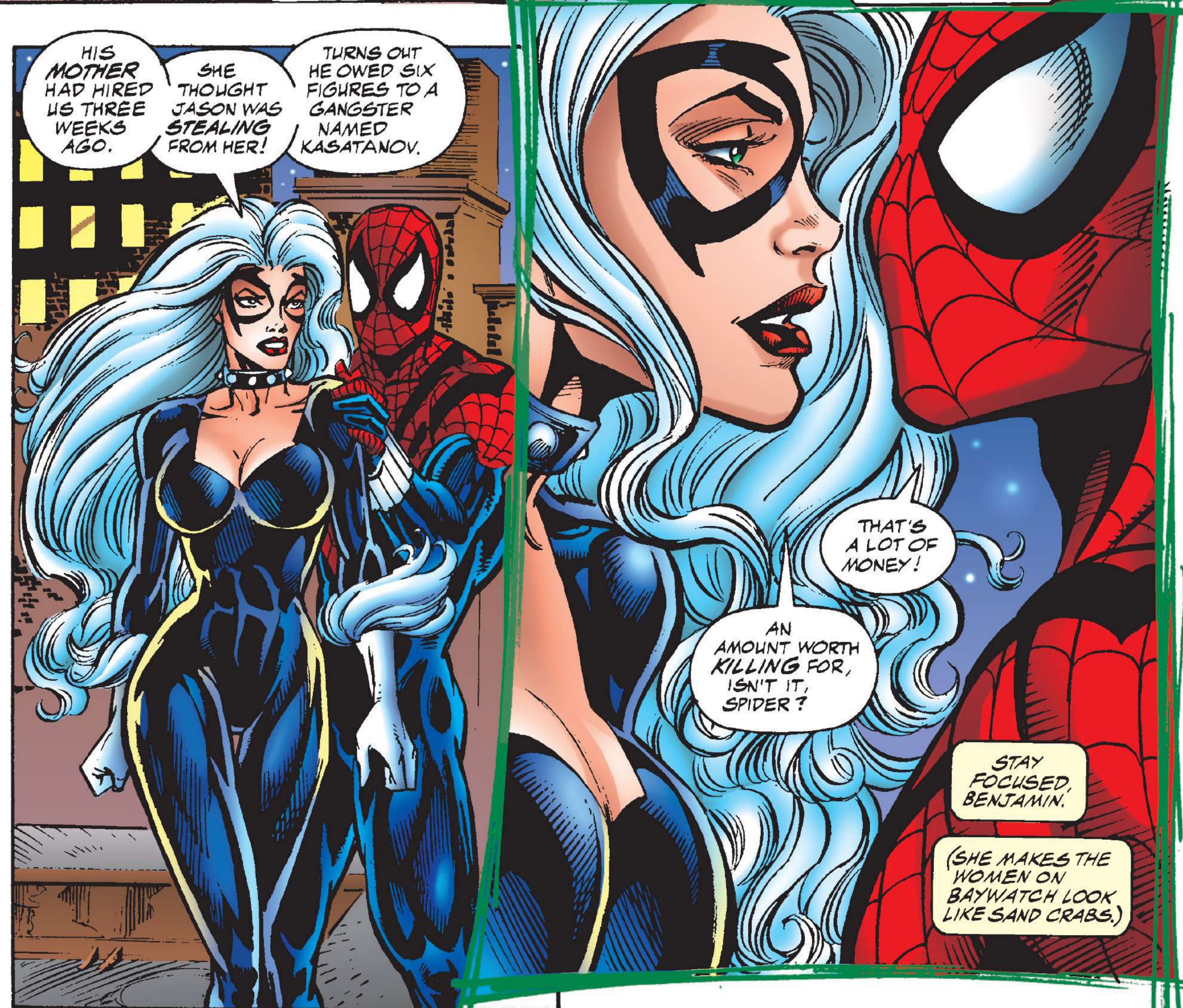
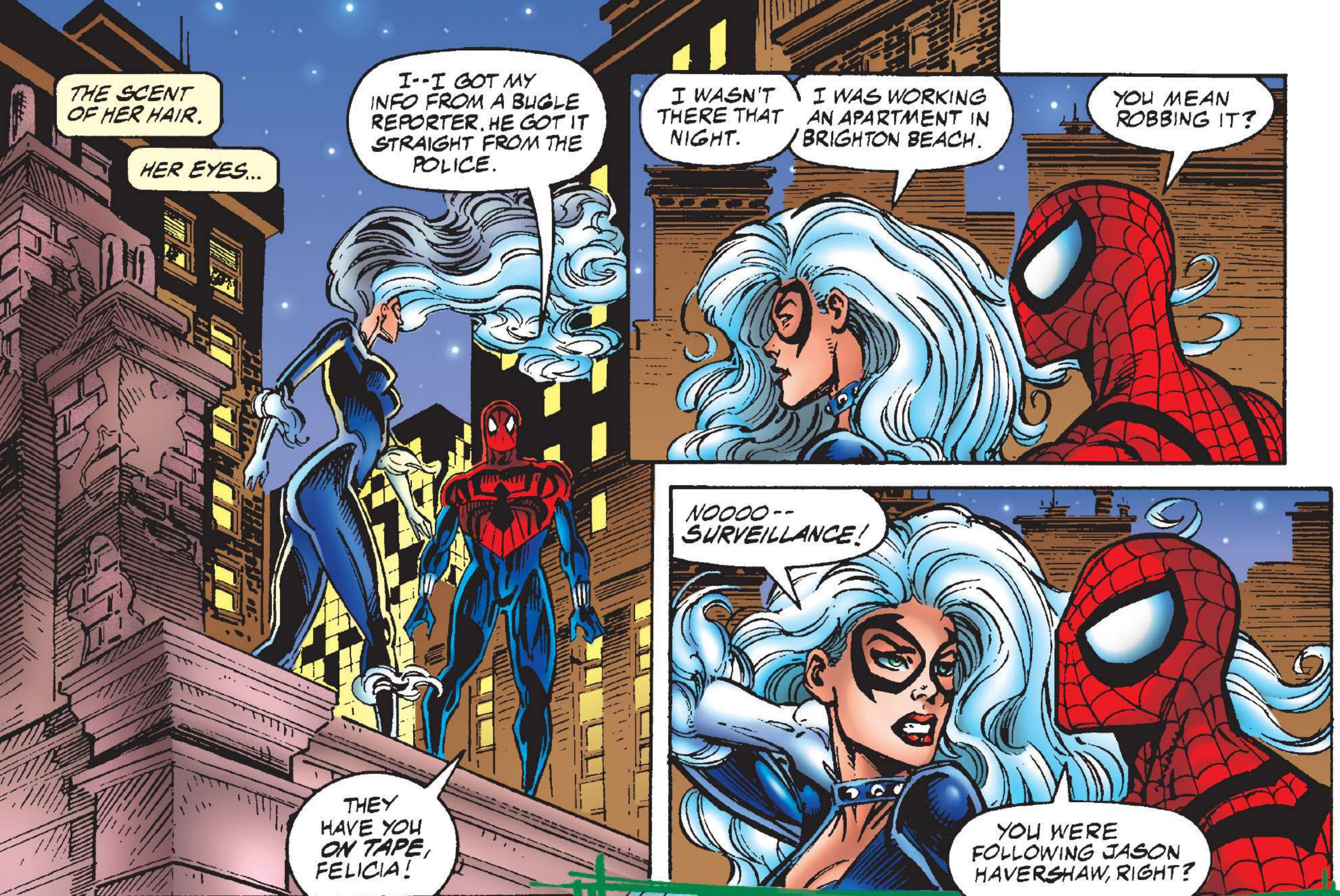


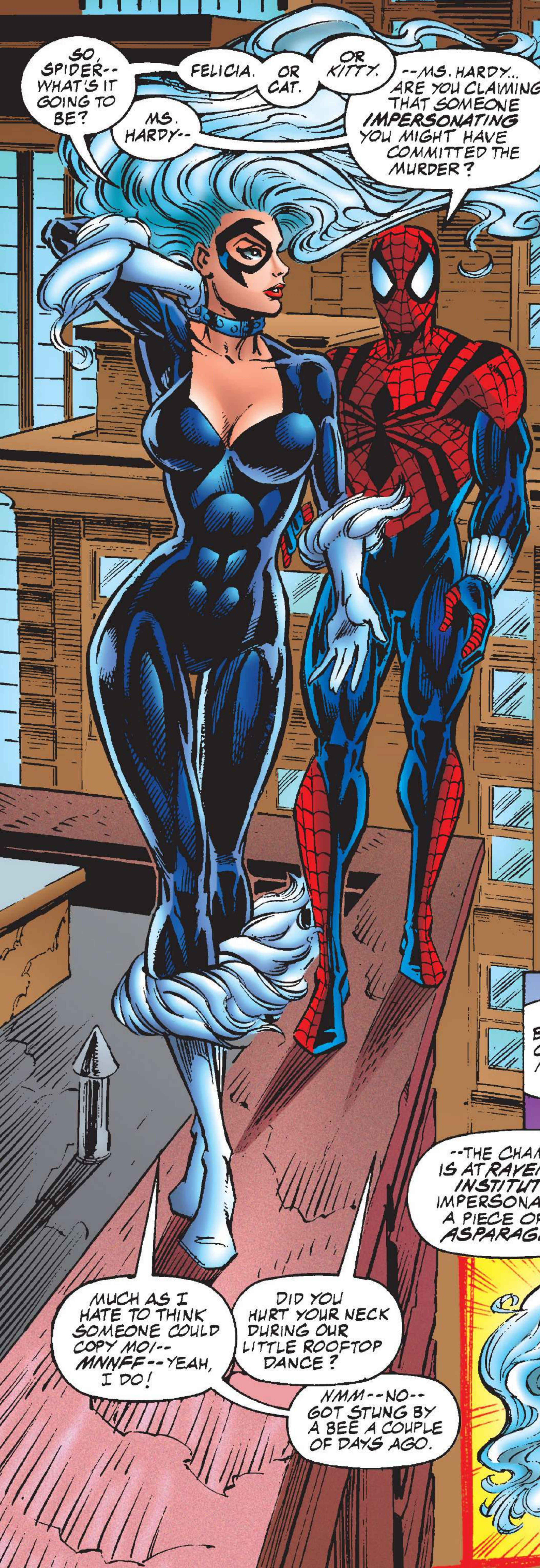
AFTER EVERYTHING PETER AND I HAD BEEN THROUGH, WE'D DEVELOPED A BOND-- A FRIENDSHIP--AND A TRUST.

HE'D BE THERE FOR ME WHENEVER I NEEDED HIM.

LIKE NOW. CAN I SAY THE SAME THING ABOUT YOU?

IGNORE HER FINGERS ON YOUR CHEST.





SO SPIDER--
WHAT'S IT
GOING TO
BE?

MS.
HARDY--

FELICIA.

OR
CAT.

OR
KITTY.

--MS. HARDY...
ARE YOU CLAIMING
THAT SOMEONE
IMPERSONATING
YOU MIGHT HAVE
COMMITTED THE
MURDER?



TALK TO ME, CAT--THE
REPORTER I JUST MET
WITH SAID HE WOKE
UP IN A RESTAURANT
BATHROOM YESTERDAY.

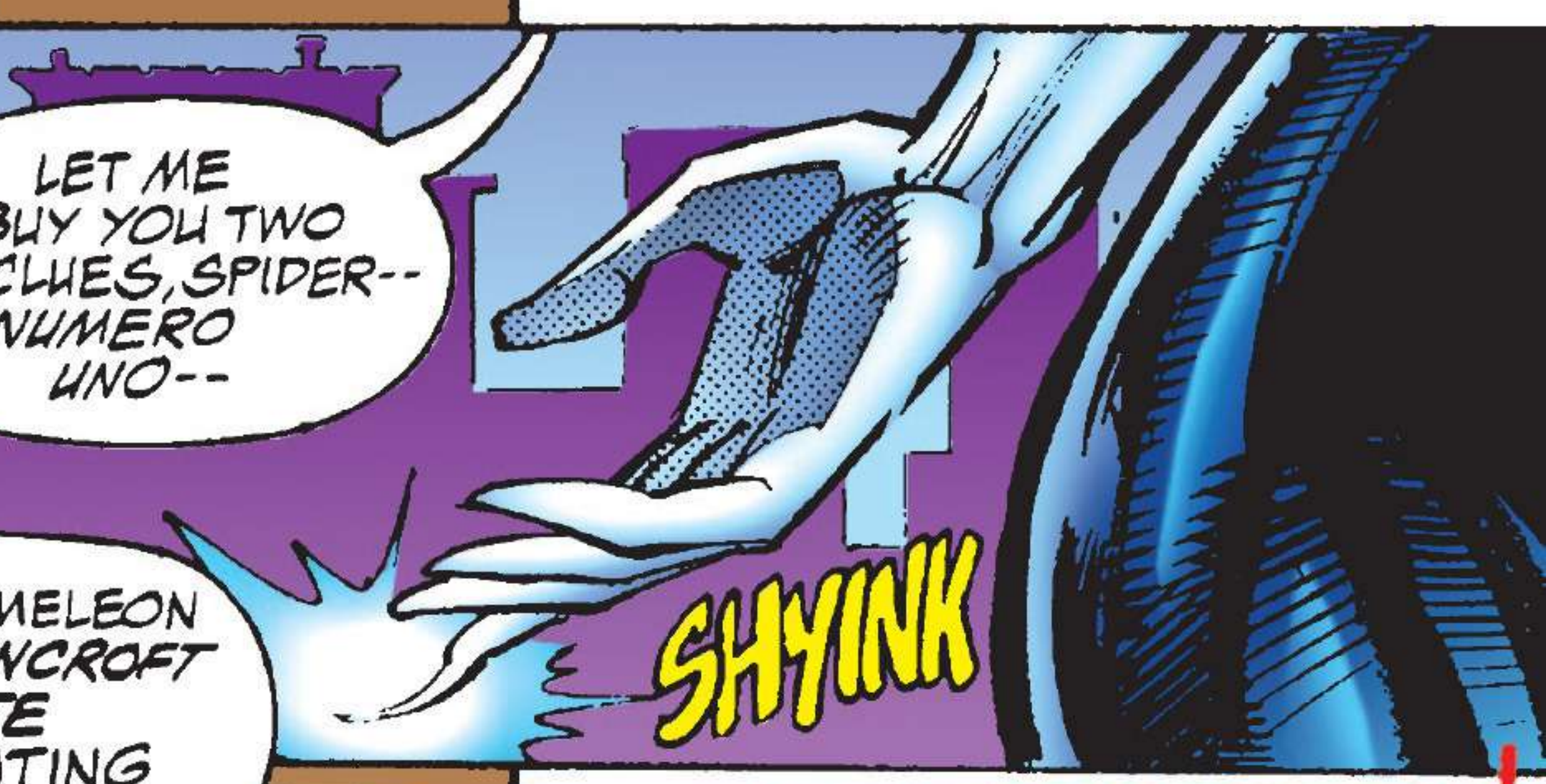
--REMEMBERING
NOTHING OF A
LUNCH HE
APPARENTLY HAD
WITH HIS SOURCE--

--AND HIS
NECK HAS
BEEN SORE
EVER SINCE!



MUST BE GOING AROUND.
MY PARTNER IS
USUALLY JUST A
PAIN IN THE NECK,
NOW HE HAS ONE,
TOO.

DO YOU THINK
THE **CHAMELEON**
MIGHT BE INVOLVED
IN THIS?

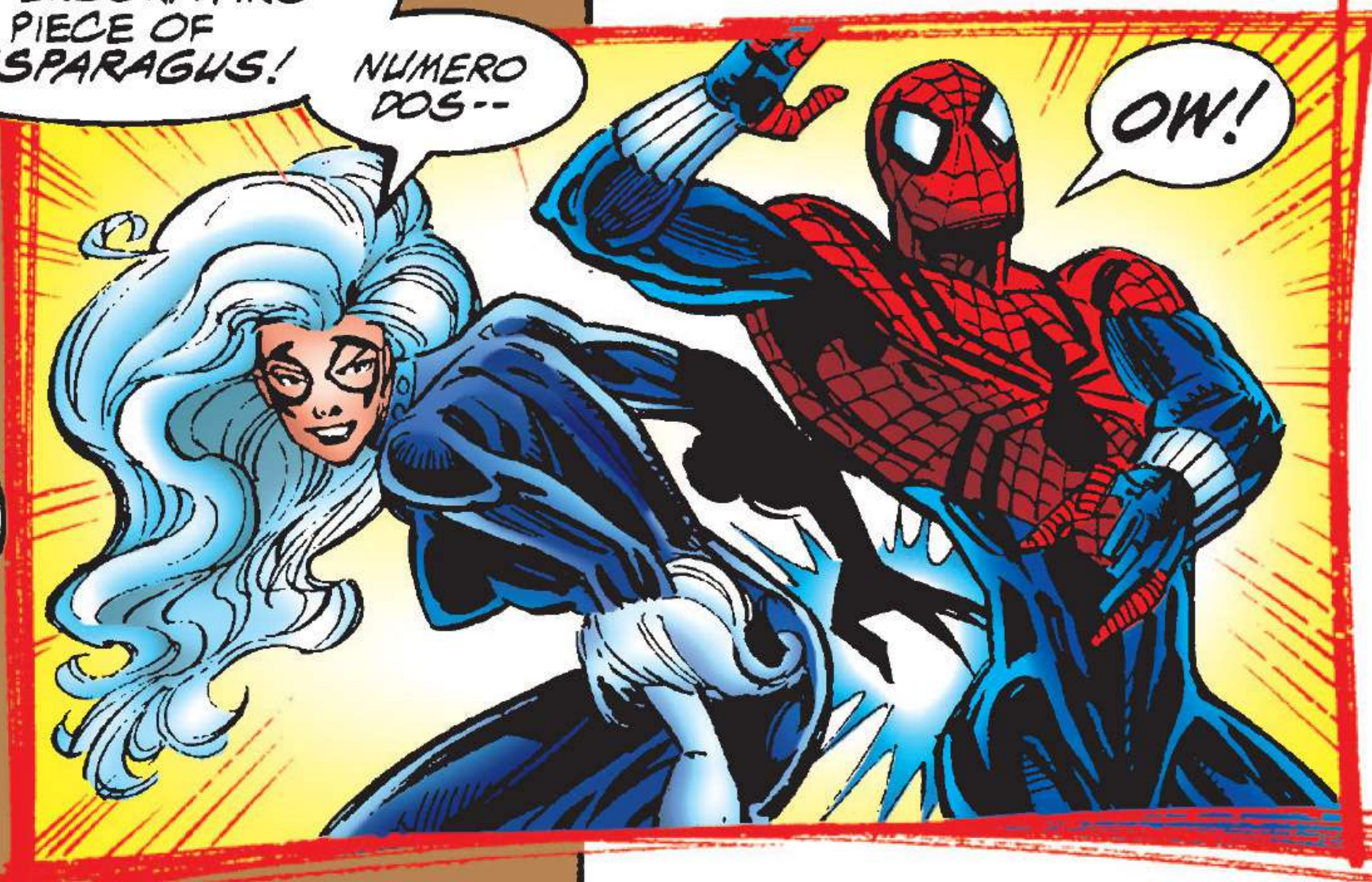


LET ME
BUY YOU TWO
CLUES, SPIDER--
NUMERO
UNO--

SHYINK

--THE CHAMELEON
IS AT RAVENCROFT
INSTITUTE
IMPERSONATING
A PIECE OF
ASPARAGUS!

NUMERO
DOS--

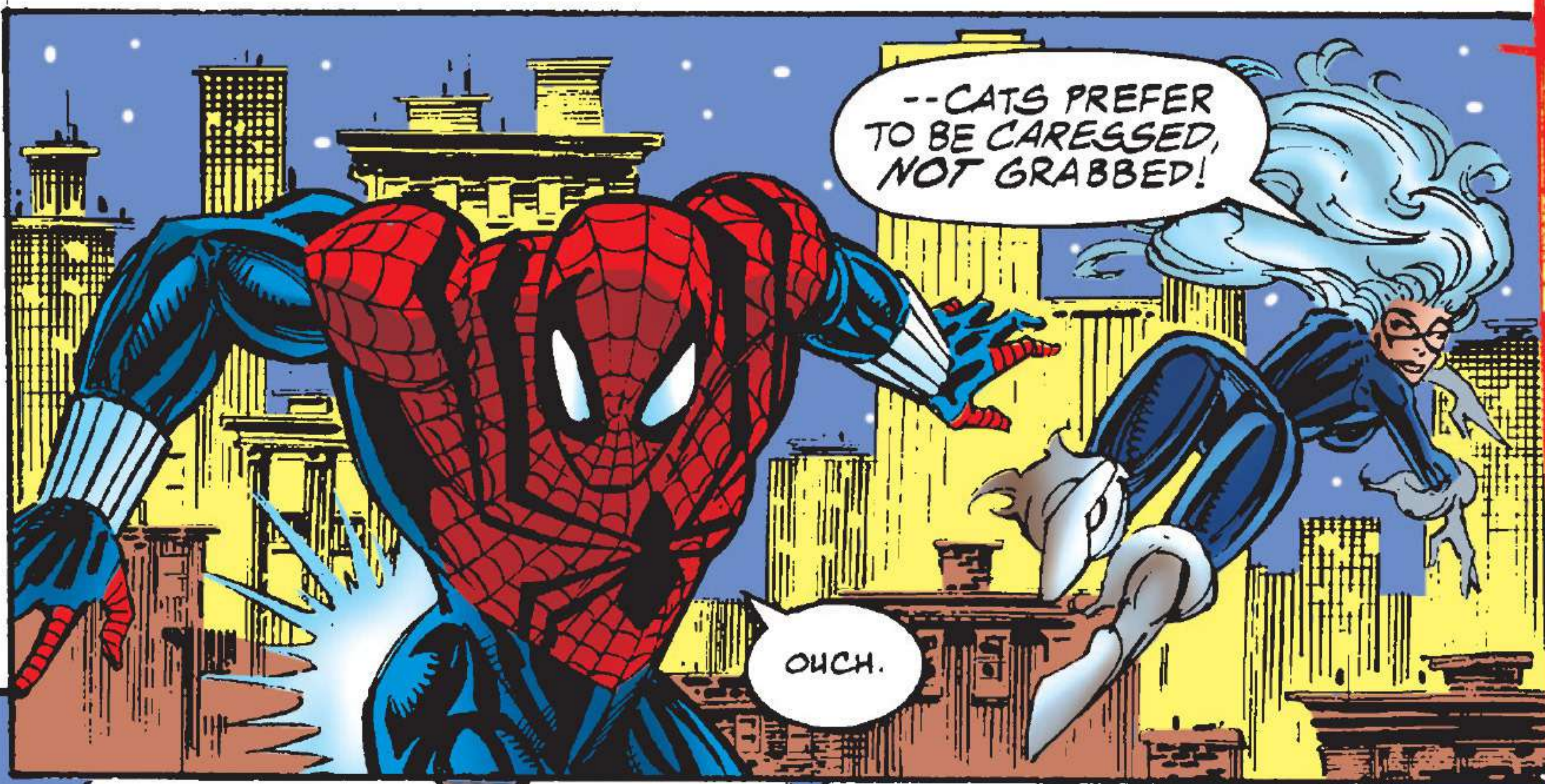


OW!

MUCH AS I
HATE TO THINK
SOMEONE COULD
COPY MOI--
MNNFF--YEAH,
I DO!

DID YOU
HURT YOUR NECK
DURING OUR
LITTLE ROOFTOP
DANCE?

NMM--NO--
GOT STUNG BY
A BEE A COUPLE
OF DAYS AGO.



--CATS PREFER TO BE CARESSED, NOT GRABBED!

OUCH.



YOU'RE A BIT MORE... CUSHY IN THE TUSHY... THAN PETER, SPIDEY.

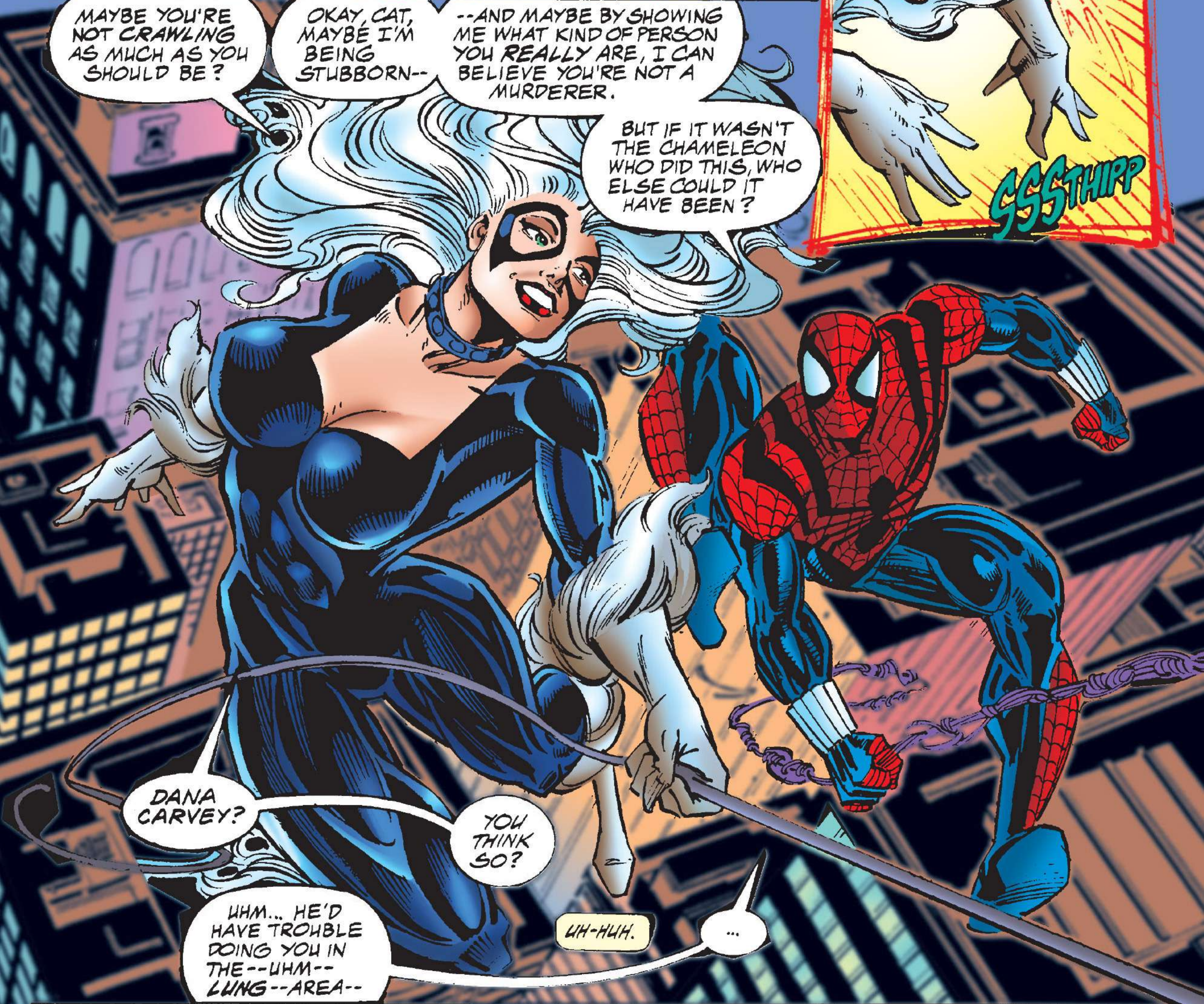
SSSTHIPP

MAYBE YOU'RE NOT CRAWLING AS MUCH AS YOU SHOULD BE?

OKAY, CAT, MAYBE I'M BEING STUBBORN--

--AND MAYBE BY SHOWING ME WHAT KIND OF PERSON YOU REALLY ARE, I CAN BELIEVE YOU'RE NOT A MURDERER.

BUT IF IT WASN'T THE CHAMELEON WHO DID THIS, WHO ELSE COULD IT HAVE BEEN?



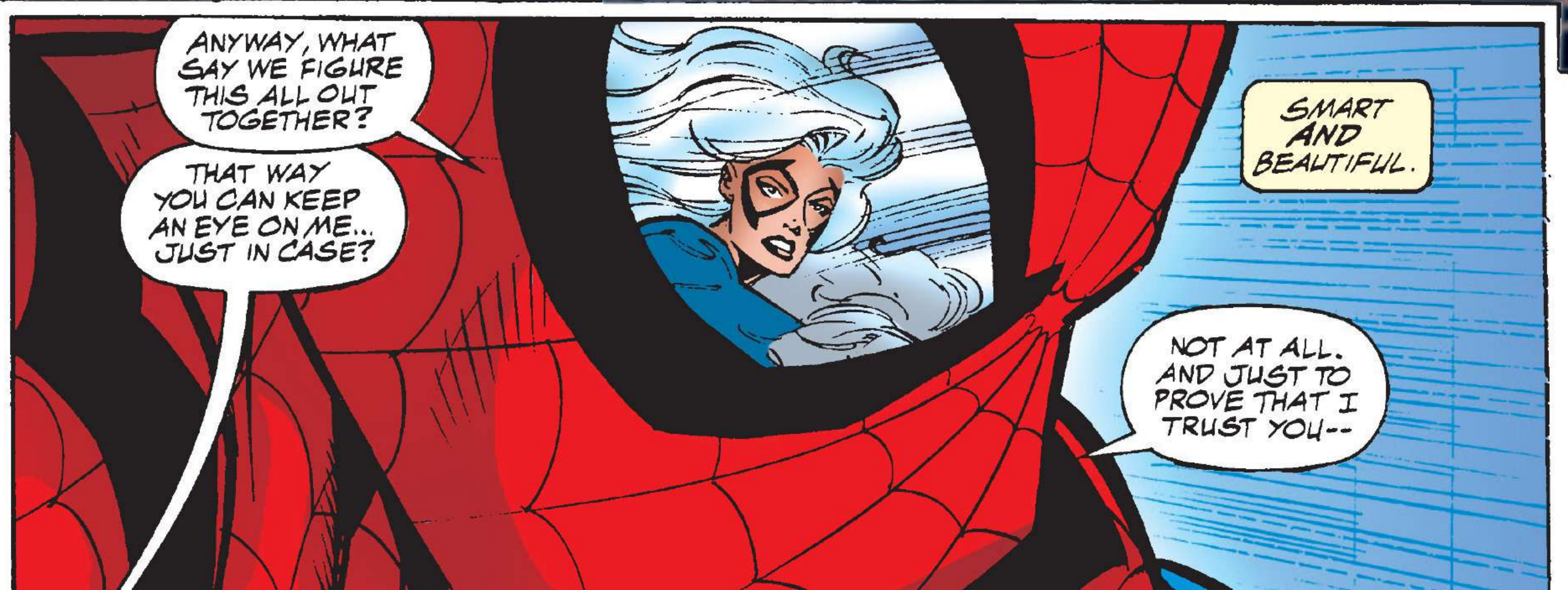
DANA CARVEY?

YOU THINK SO?

UHM... HE'D HAVE TROUBLE DOING YOU IN THE--UHM--LUNG--AREA--

UH-HUH.

...

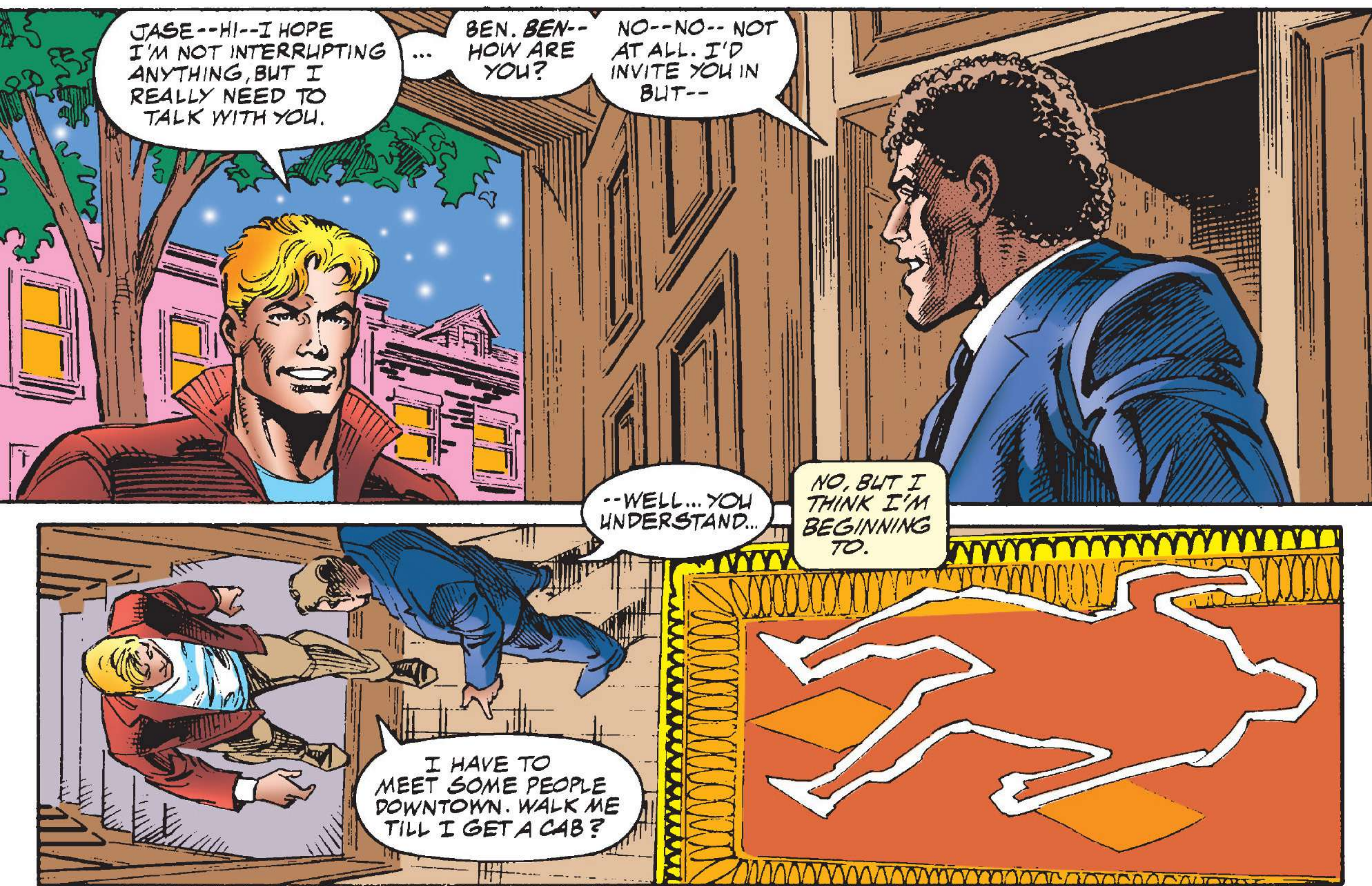
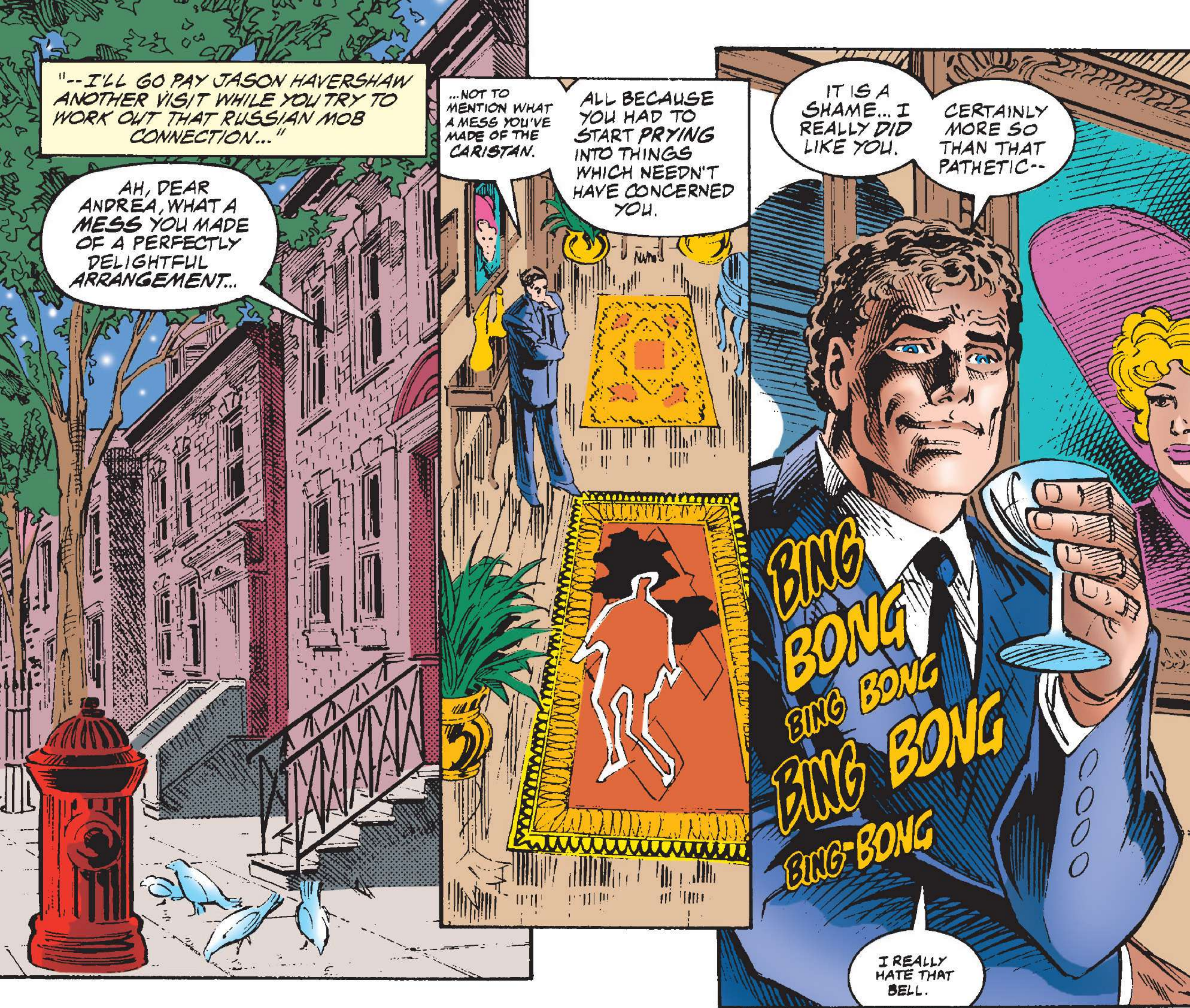


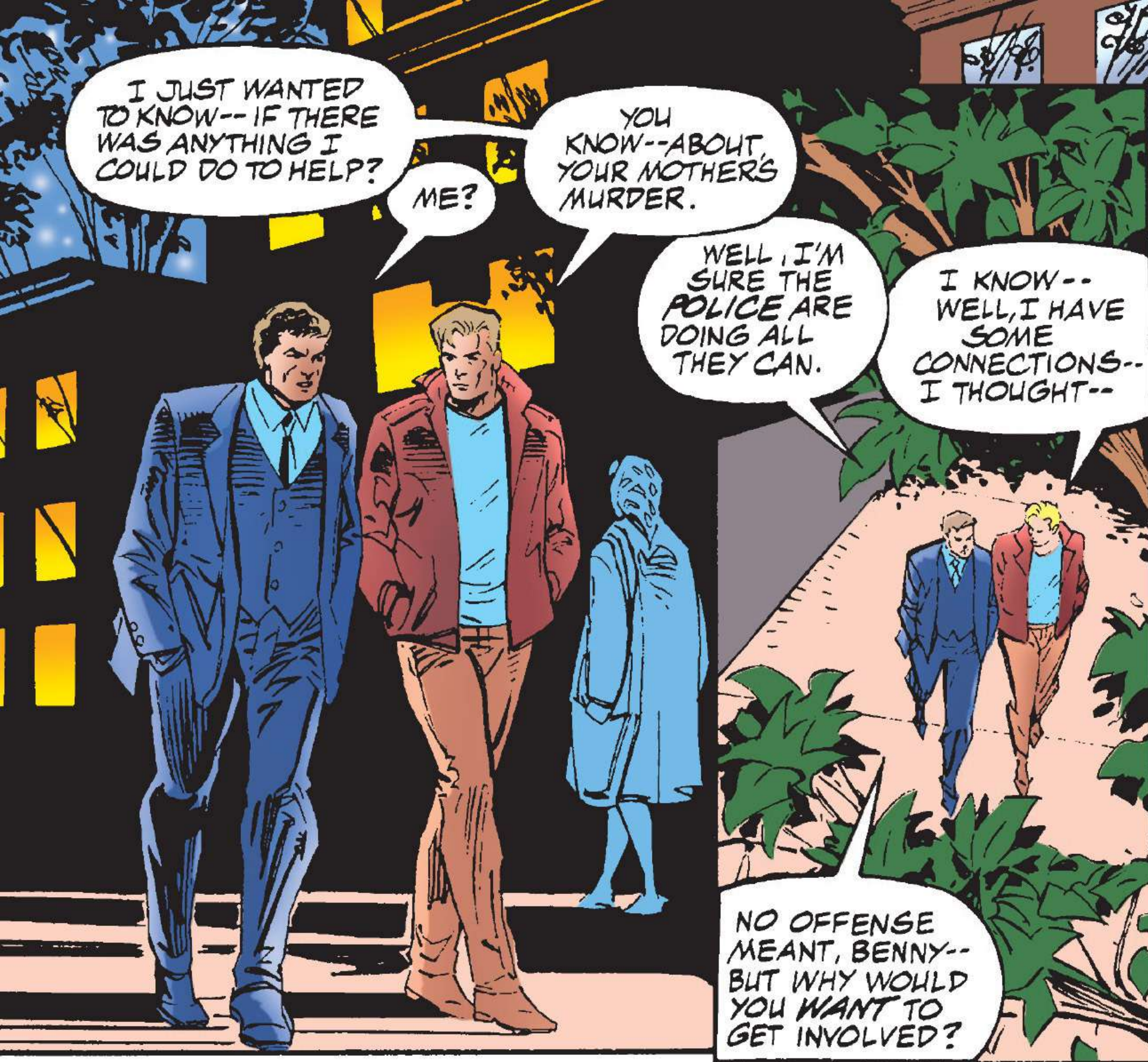
ANYWAY, WHAT SAY WE FIGURE THIS ALL OUT TOGETHER?

THAT WAY YOU CAN KEEP AN EYE ON ME... JUST IN CASE?

SMART AND BEAUTIFUL.

NOT AT ALL. AND JUST TO PROVE THAT I TRUST YOU--





I JUST WANTED TO KNOW-- IF THERE WAS ANYTHING I COULD DO TO HELP?

ME?

YOU KNOW--ABOUT YOUR MOTHER'S MURDER.

WELL, I'M SURE THE POLICE ARE DOING ALL THEY CAN.

I KNOW-- WELL, I HAVE SOME CONNECTIONS-- I THOUGHT--

NO OFFENSE MEANT, BENNY-- BUT WHY WOULD YOU WANT TO GET INVOLVED?

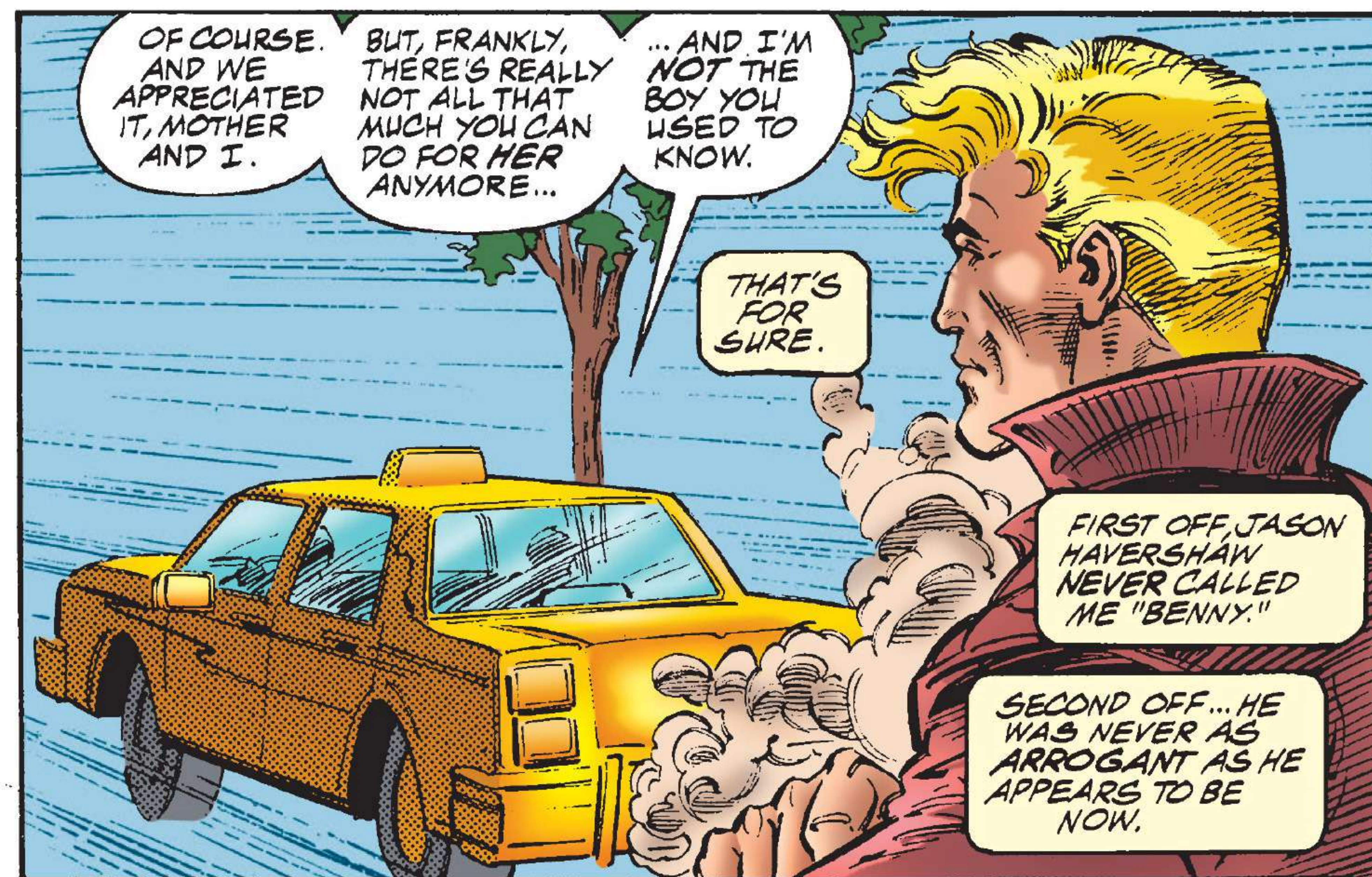


YOUR MOTHER MEANT A LOT TO ME, JASON.

SO DID YOU.

AT A-- DIFFICULT-- TIME IN MY LIFE--YOU BOTH SHOWED ME I COULD STILL MAKE A DIFFERENCE IN PEOPLE'S LIVES.

THAT I COULD STILL FIND A WAY TO HELP.



OF COURSE. AND WE APPRECIATED IT, MOTHER AND I.

BUT, FRANKLY, THERE'S REALLY NOT ALL THAT MUCH YOU CAN DO FOR HER ANYMORE...

...AND I'M NOT THE BOY YOU USED TO KNOW.

THAT'S FOR SURE.

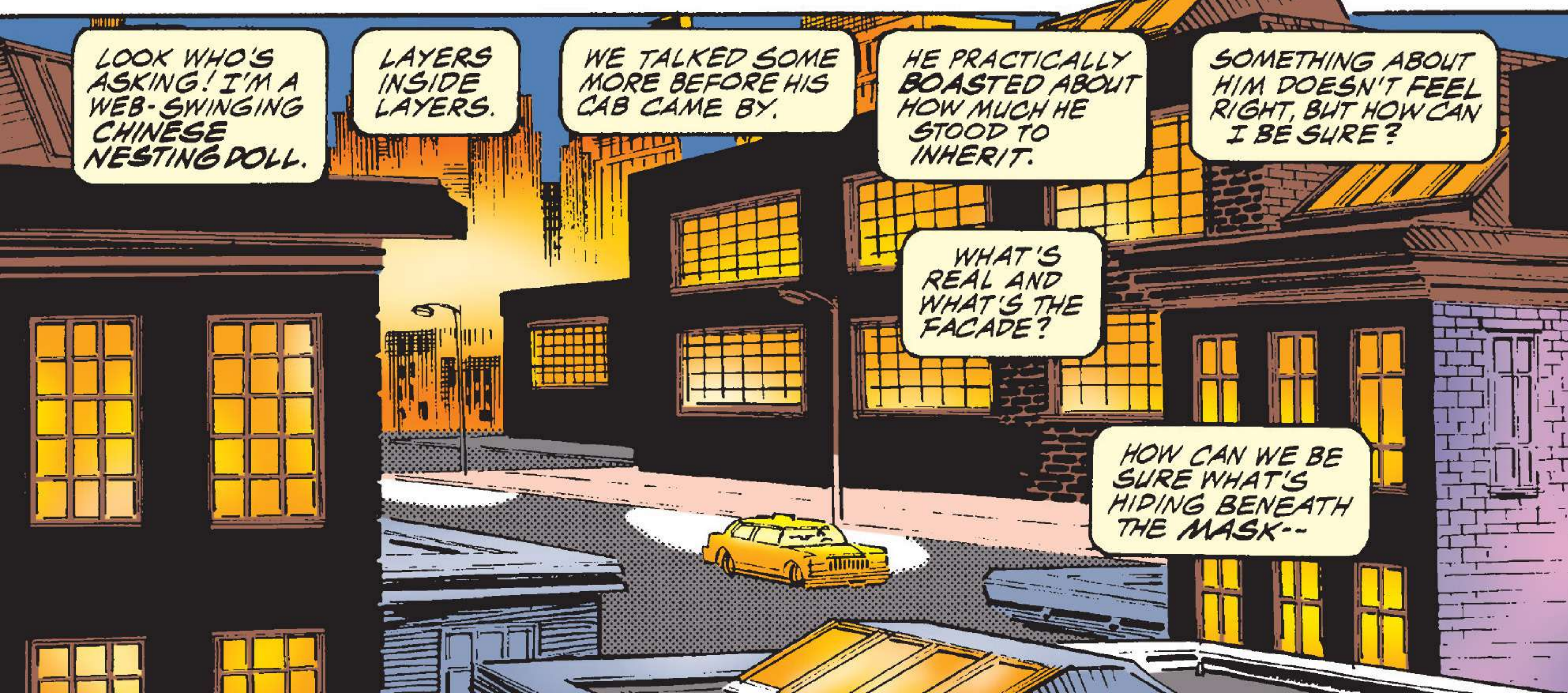
FIRST OFF, JASON HAVERSHAW NEVER CALLED ME "BENNY."

SECOND OFF... HE WAS NEVER AS ARROGANT AS HE APPEARS TO BE NOW.



BUT HOW WELL DID I REALLY KNOW HIM?

HOW WELL DO ANY OF US KNOW EACH OTHER?



LOOK WHO'S ASKING! I'M A WEB-SWINGING CHINESE NESTING DOLL.

LAYERS INSIDE LAYERS.

WE TALKED SOME MORE BEFORE HIS CAB CAME BY.

HE PRACTICALLY BOASTED ABOUT HOW MUCH HE STOOD TO INHERIT.

SOMETHING ABOUT HIM DOESN'T FEEL RIGHT, BUT HOW CAN I BE SURE?

WHAT'S REAL AND WHAT'S THE FACADE?

HOW CAN WE BE SURE WHAT'S HIDING BENEATH THE MASK--



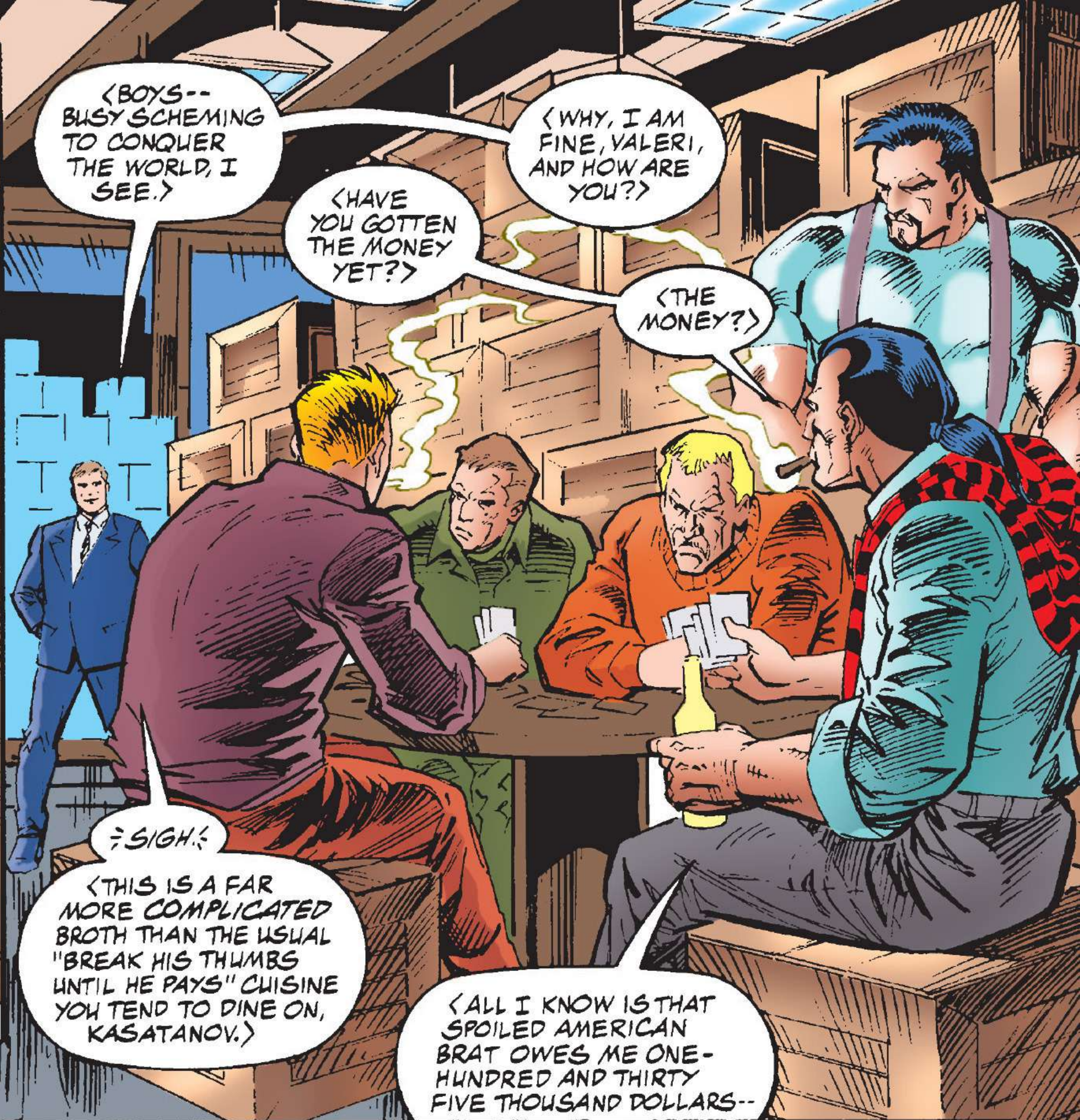
--OF ANYONE WE MEET?

CLIK
CLIK

<IT'S ME.>

<IS VALERI HERE?>

DA.



<BOYS--
BUSY SCHEMING
TO CONQUER
THE WORLD, I
SEE.>

<HAVE
YOU GOTTEN
THE MONEY
YET?>

<WHY, I AM
FINE, VALERI,
AND HOW ARE
YOU?>

<THE
MONEY?>

<SIGH.>

<THIS IS A FAR
MORE COMPLICATED
BROTH THAN THE USUAL
"BREAK HIS THUMBS
UNTIL HE PAYS" CUISINE
YOU TEND TO DINE ON,
KASATANOV.>

<ALL I KNOW IS THAT
SPOILED AMERICAN
BRAT OWES ME ONE-
HUNDRED AND THIRTY
FIVE THOUSAND DOLLARS--



<--AND SEVENTY-
TWO CENTS!>



<VAL...YOU'RE
ADORABLE
WHEN YOUR NOSE
GLOWS RED LIKE
THAT.>

<LIGHTEN UP
ON THE STOLIE--
AND THE STOGIE--
DEAR BOY.>

<I HAVE TOLD YOU,
WHEN I AM FINISHED,
YOU WILL HAVE ONE
HUNDRED TIMES WHAT
JASON HAVERSHAW
OWED YOU!>

SUCH A NICE NIGHT
FOR A MIDNIGHT STROLL.

GEE WHIZ, THE BIG
APPLE SURE HAS
CHANGED IN THE
TIME I WAS GONE.

THE IDLE RICH HAVE NO
PROBLEMS TAKING A
WALK THROUGH A CESSPOOL
LIKE ALPHABET CITY
ANYMORE!

OH, LOOKEE
HERE. IT'S
A PARTY.

GO
FIGURE.

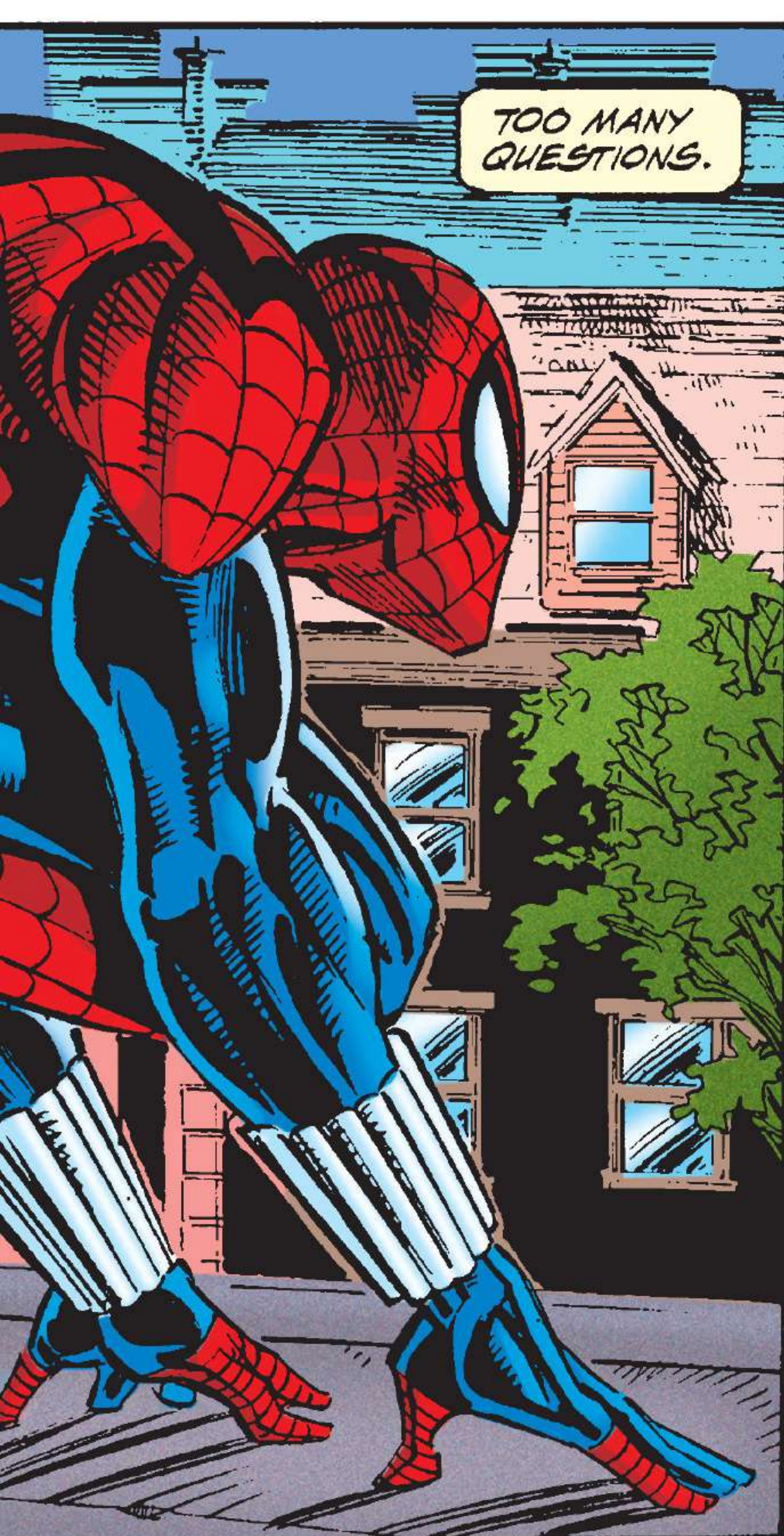
SOMEONE ELSE
IS FOLLOWING
JASON AS WELL.

THE CAR MIGHT
AS WELL HAVE
"UNMARKED
POLICE VEHICLE"
STENCILED ON
ITS ROOF!

ARE THE COPS
SUSPICIOUS
OF HIM ALSO?

COULD THE BLACK
CAT ANGLE HAVE
BEEN JUST A RUSE
TO TRY AND GET
JASON TO MAKE
A MISTAKE?

AND IS THE JASON
I KNEW CAPABLE
OF KILLING HIS
OWN MOTHER?

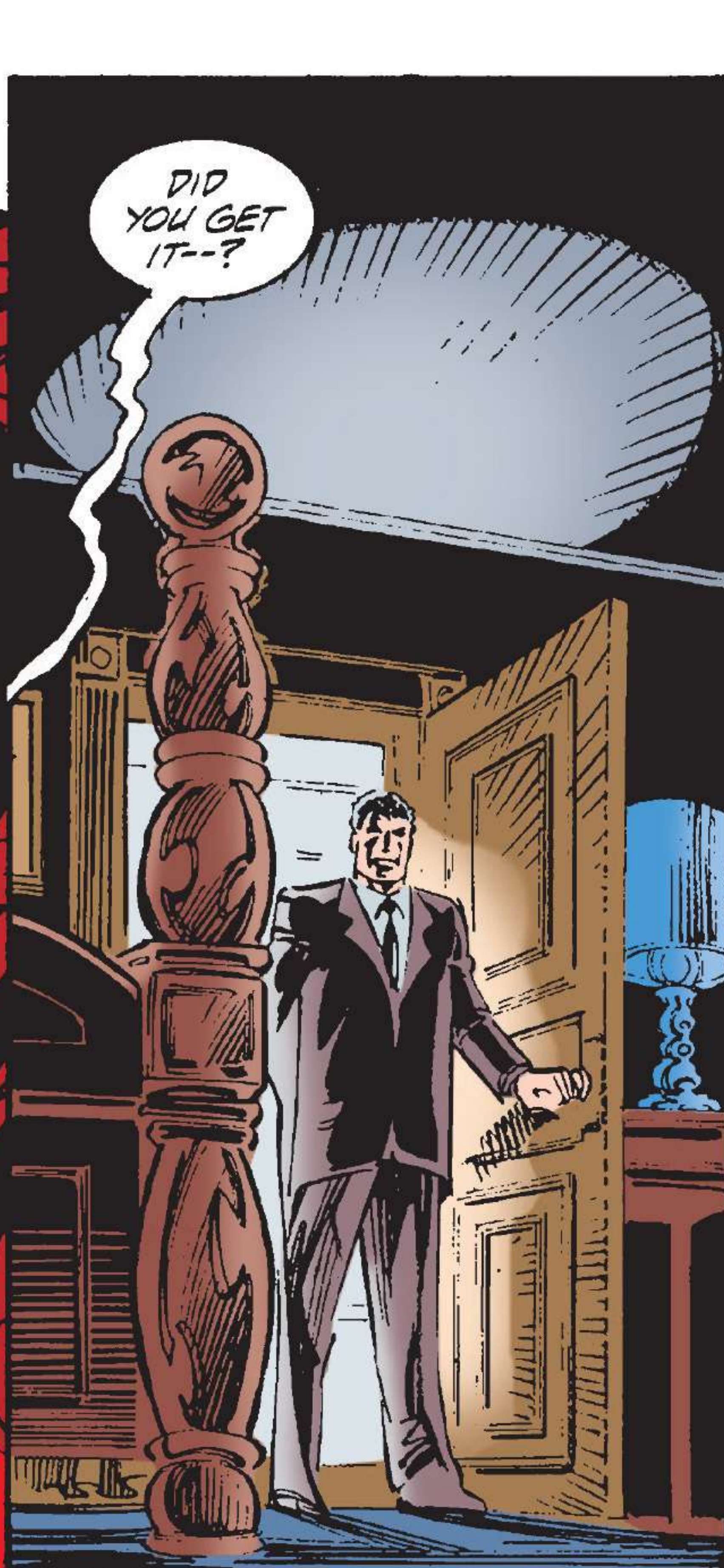


TOO MANY QUESTIONS.



ONE ANSWER.

I DON'T KNOW.

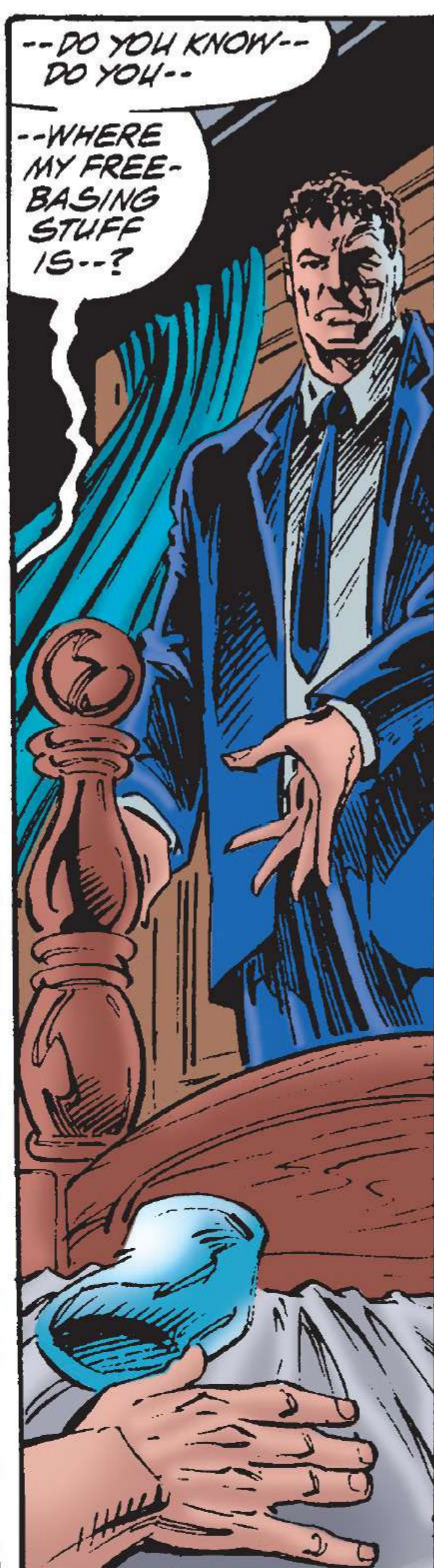


DID YOU GET IT--?



HERE.

AAAH--



--DO YOU KNOW-- DO YOU--

--WHERE MY FREE-BASING STUFF IS--?



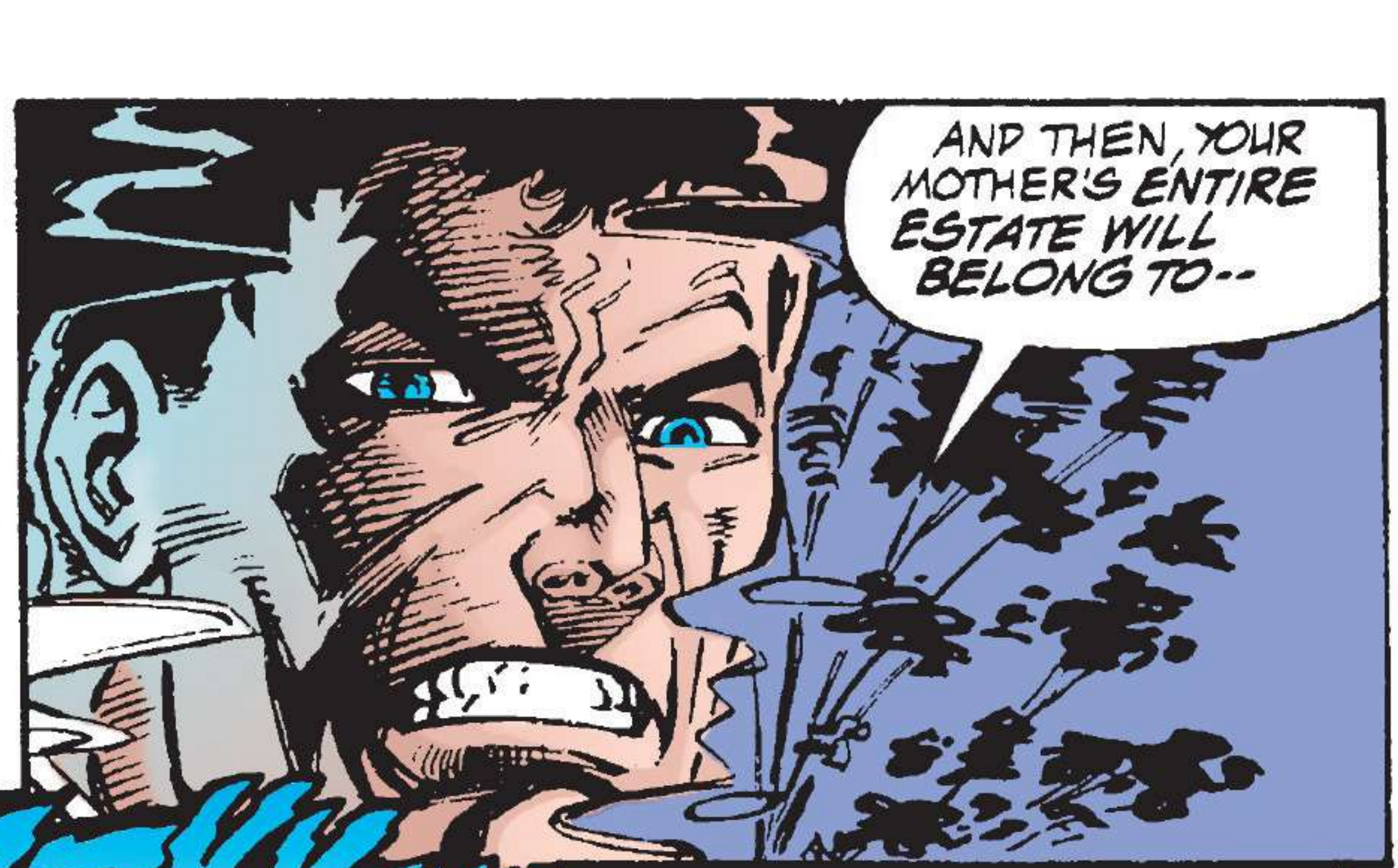
PATHETIC, JASON.

ABSOLUTELY PATHETIC.



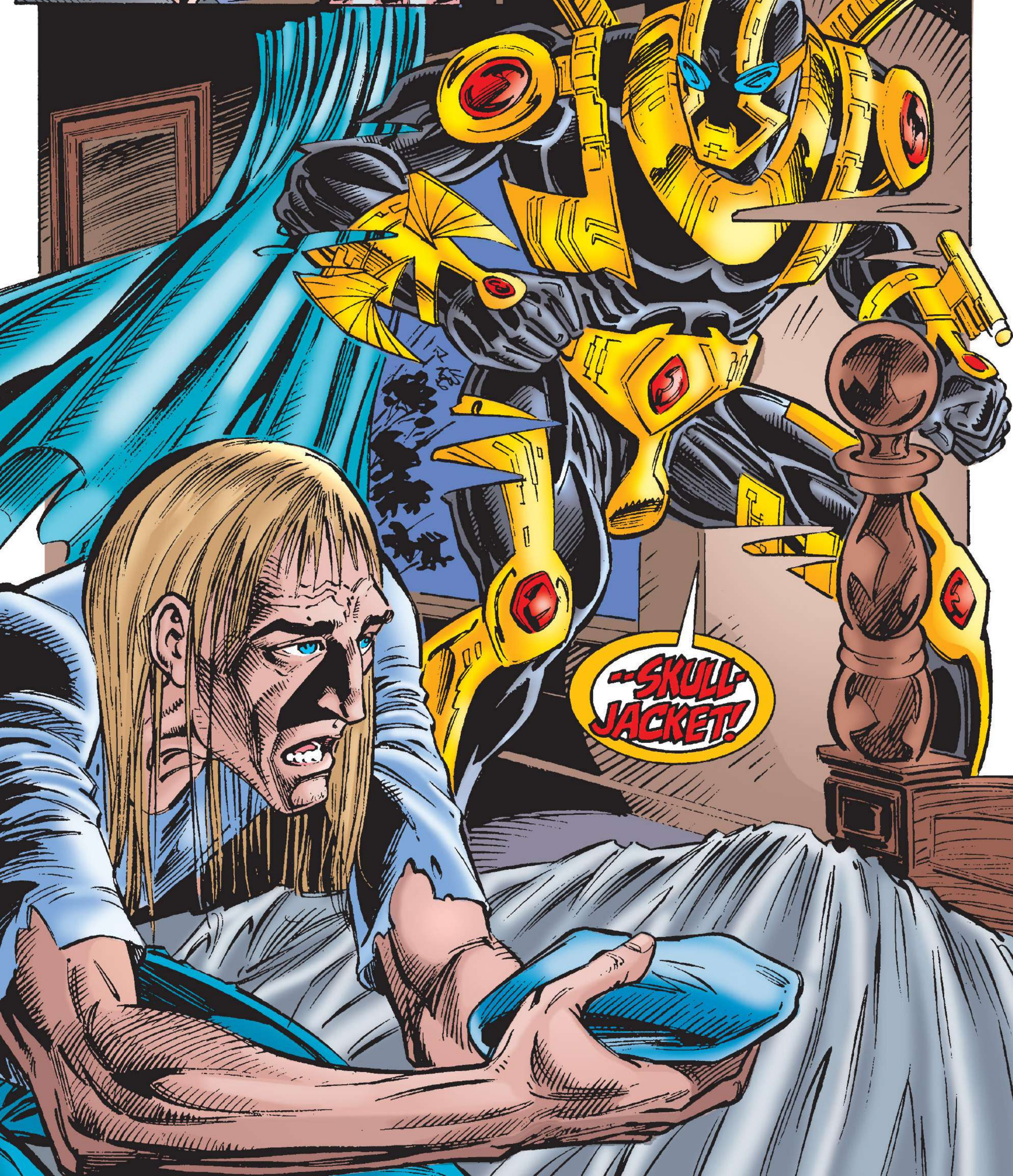
LUCKY FOR ME
THOUGH, THAT I ONLY
HAVE A FEW MORE
WEEKS OF PUTTING
UP WITH YOU.

**ZZKK
CHIK**

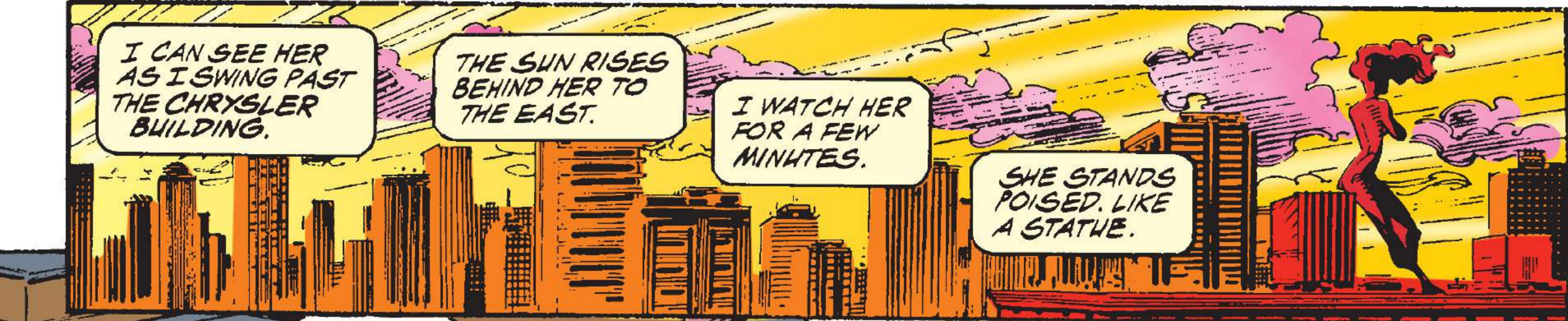


AND THEN, YOUR
MOTHER'S ENTIRE
ESTATE WILL
BELONG TO--

ZZKKKCHIK



**--SKULL-
JACKET!**

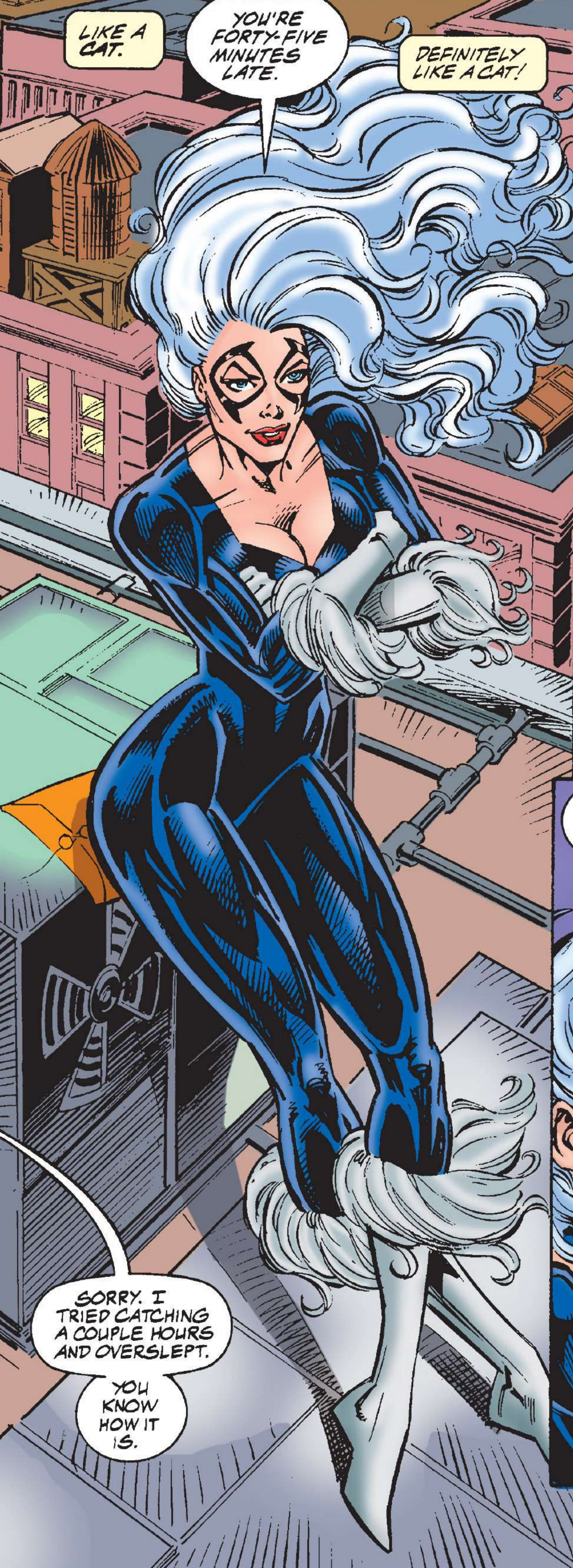


I CAN SEE HER
AS I SWING PAST
THE CHRYSLER
BUILDING.

THE SUN RISES
BEHIND HER TO
THE EAST.

I WATCH HER
FOR A FEW
MINUTES.

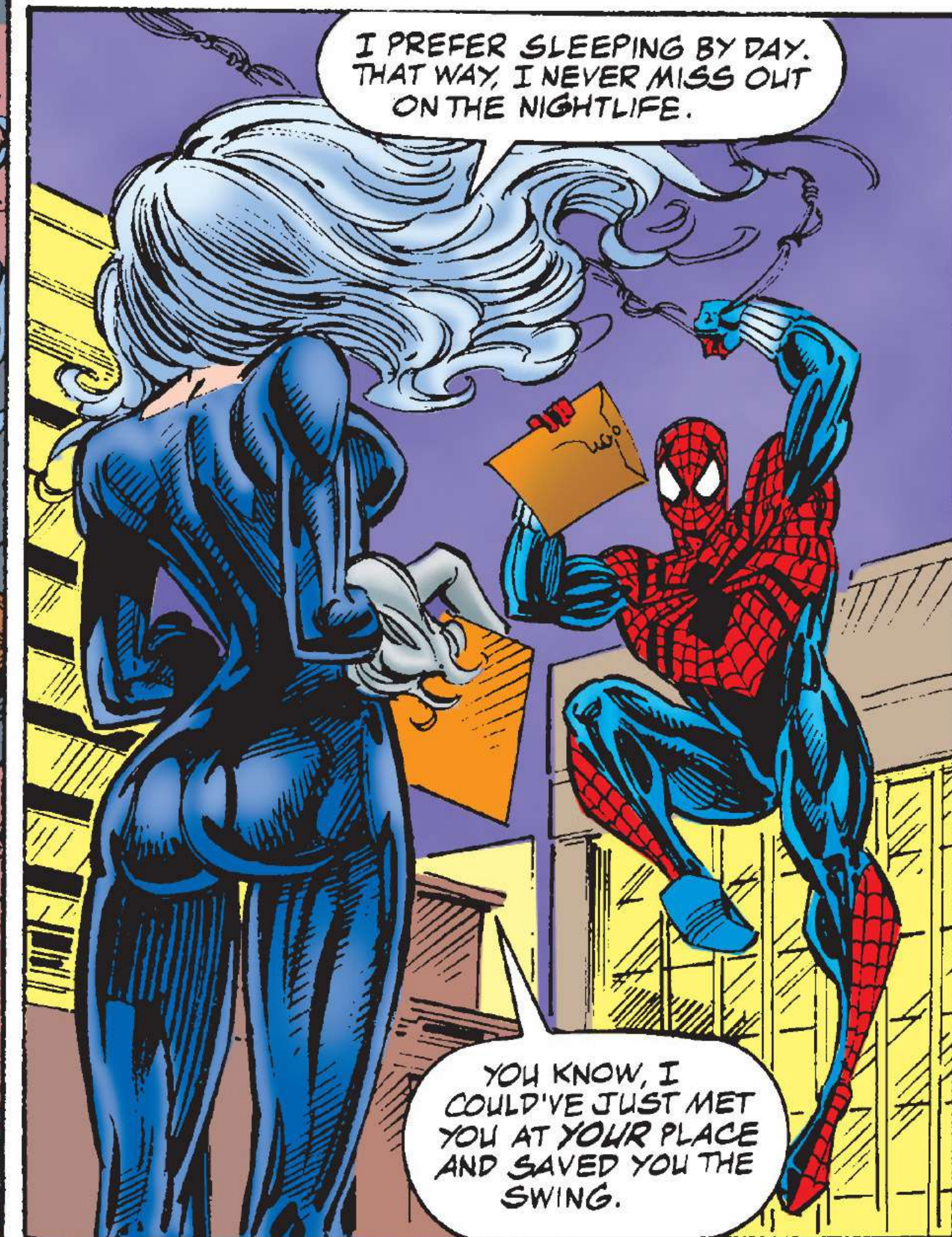
SHE STANDS
POISED. LIKE
A STATUE.



LIKE A
CAT.

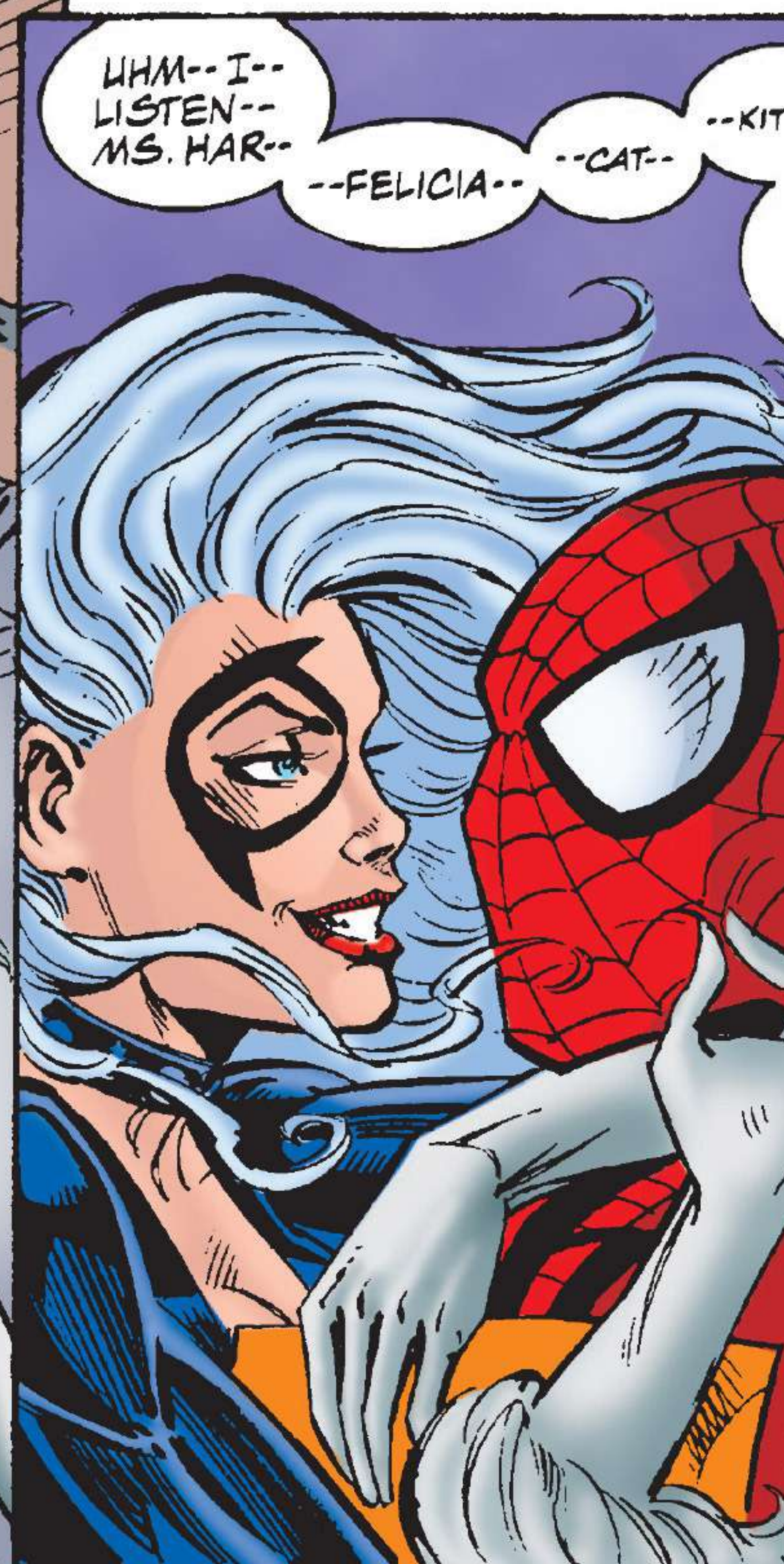
YOU'RE
FORTY-FIVE
MINUTES
LATE.

DEFINITELY
LIKE A CAT!



I PREFER SLEEPING BY DAY.
THAT WAY, I NEVER MISS OUT
ON THE NIGHTLIFE.

YOU KNOW, I
COULD'VE JUST MET
YOU AT YOUR PLACE
AND SAVED YOU THE
SWING.



UHM--I--
LISTEN--
MS. HAR--

--FELICIA--

--CAT--

--KITTY--

CAT--
I'M NOT
HIM. I'M
ME!

AND
ME PREFERENCES
SOME
DISTANCE
BETWEEN
US.



SORRY. I
TRIED CATCHING
A COUPLE HOURS
AND OVERSLEPT.

YOU
KNOW
HOW IT
IS.



DO YOU, REALLY--?

NO.

YES!

WHAT DID YOU GET?

SHOW ME YOURS AND I'LL SHOW YOU MINE.

OH, WAIT, TOO LATE... I'VE ALREADY SEEN YOURS...

HEY!

GEEZ, LIGHTEN UP! YOU'RE TIGHT ENOUGH TO PASS DIAMONDS!

YOU GO AHEAD AND TELL ME WHAT YOU GOT!

JASON STANDS TO INHERIT OVER TWENTY FOUR MILLION DOLLARS.

AND THE COPS HAVE SUSPECTED HIM ALL ALONG.

YOU MEAN MY FACE IS GOING TO BE PLASTERED ALL OVER THIS MORNING'S BUGLE--

--AND THE COPS KNOW I DIDN'T KILL HIM?

LISTEN, CAT-- THEY HAVE YOU ON VIDEOTAPE IN ANDREA'S HOUSE!

MAYBE THEY SUSPECT JASON HIRED YOU TO KILL HIS MOTHER?

MAYBE THEY'RE PUTTING THE SQUEEZE ON YOU SO YOU'LL TURN HIM IN.

I KNOW EXACTLY WHAT YOU MEAN, SPIDER.

WHY SHOULDN'T THE COPS THINK I'D DOUBLE-CROSS ANDREA FOR A BUCK?



AFTER ALL,
I AM NOTHING
MORE THAN A
CONVICTED FELON,
RIGHT?

NO, CAT--
WAIT-- I
KNOW HOW--

CAT...

SHE HAS
EVERY
RIGHT TO
FEEL
HURT.

MAD I
MUST BE?
I DOUBT
IT.

HERE'S THE
INFO WE DUG UP ON
THE KASATANOV
CHOKES ON IT!

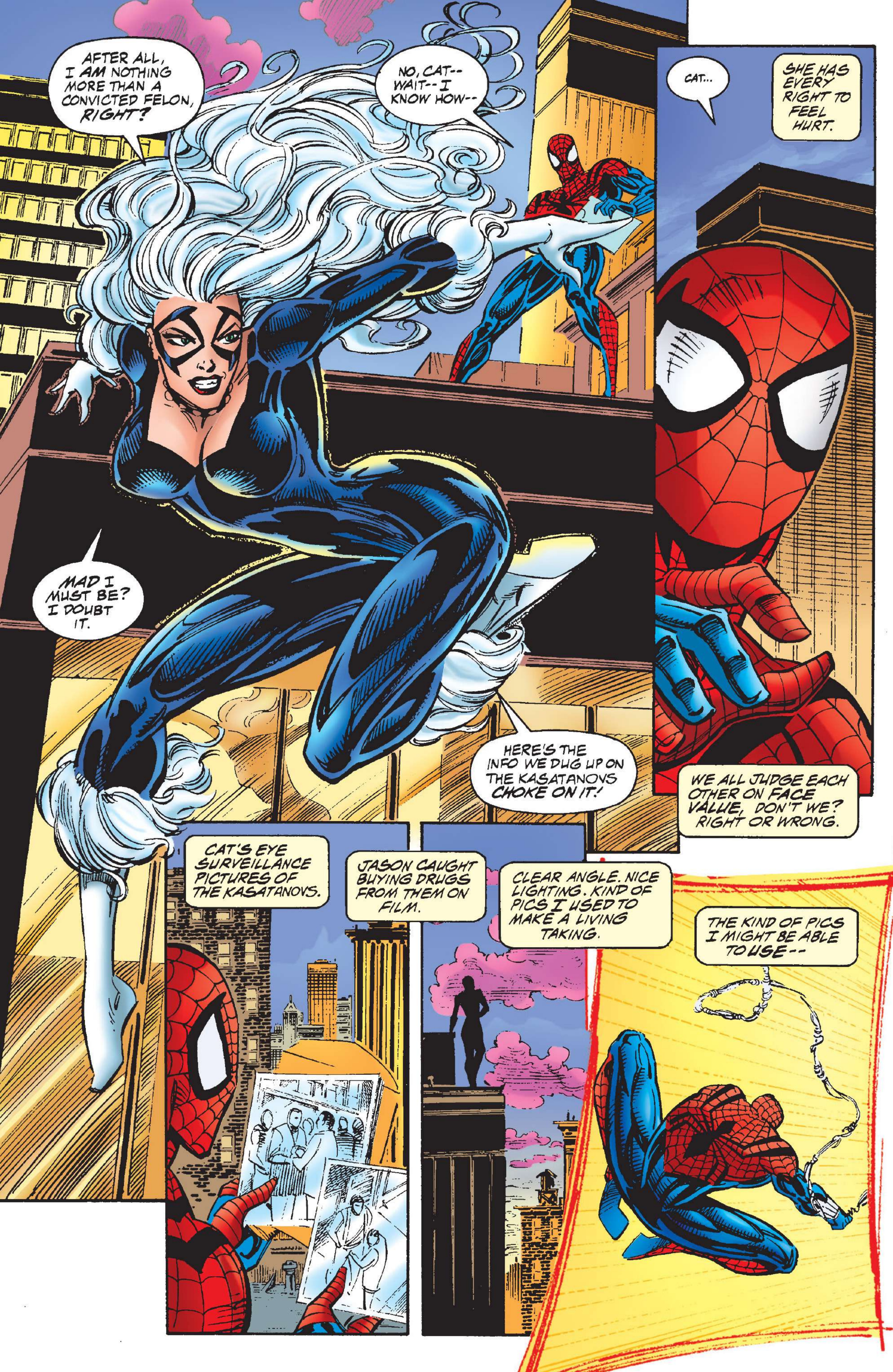
WE ALL JUDGE EACH
OTHER ON FACE
VALUE, DON'T WE?
RIGHT OR WRONG.

CAT'S EYE
SURVEILLANCE
PICTURES OF
THE KASATANOV.

JASON CAUGHT
BUYING DRUGS
FROM THEM ON
FILM.

CLEAR ANGLE. NICE
LIGHTING. KIND OF
PICS I USED TO
MAKE A LIVING
TAKING.

THE KIND OF PICS
I MIGHT BE ABLE
TO USE--



--TO NAIL JASON
AND CLEAR FELICIA'S
NAME ALL AT ONCE...

LET'S JUST
HOPE THE DORK
IS AT WORK
ALREADY...

YOU
HAVE TO
HANG BACK,
ELLIS.

YOU WERE
ONLY GIVEN
A RIDE TO
THIS
BUST--

--BECAUSE SPIDEY
GAVE YOU THE
EVIDENCE WE
NEEDED TO SECURE
A SEARCH
WARRANT.

NOK
NOK

CELLANOS.
MURPHY.
HOMICIDE.

HOW
CAN I
HELP
YOU?

THANK
YOU FOR NOT
RINGING THAT
DREADFUL BELL,
DETECTIVE.

BY TAKING OFF THE
MASK AND SHOWING
US THE REAL YOU,
JASON.

BY ADMITTING YOU
HIRED SOMEONE TO
IMPERSONATE
FELICIA HARDY TO
MURDER YOUR
MOTHER!

COME
CLEAN,
JASE--

--SO THAT
I CAN STOP
FEELING--

--THE WEIGHT OF
EVERYONE'S
EXPECTATIONS
ON MY BACK.

AND SO THAT
YOUR MOTHER
CAN REST IN
PEACE.

AND SO THAT A
BEAUTIFUL YOUNG
WOMAN CAN HAVE
SOME OF HER LOST
FAITH RESTORED.

WHILE A CERTAIN FRIENDLY,
NEIGHBORHOOD SPIDER-MAN
LOSES ANOTHER PIECE OF
HIS OWN...



-- CAN I GET YOU
SOME COFFEE?

SURE,
THANKS.

ONE THING
I DON'T
UNDERSTAND--



-- WHY WOULD YOU NEED A SEARCH
WARRANT WHEN *THIS* WAS THE
SCENE OF THE MURDER?



WELL, IT'S
A PROTOCOL
THING.



THE D.A.'S OFFICE
ALWAYS WANTS
US TO COVER OUR
BUTTS WHEN WE
SEARCH FOR
EVIDENCE.

EVIDENCE?

WELL, SOME...
INTERESTING...
THINGS HAVE
COME UP...

... REGARDING
YOUR
INHERITANCE--

--AND SOME
OF YOUR
OUTSTANDING
DEBTS...

THE PLACE IS A
TOTAL MESS ONCE
YOU GET INTO IT.



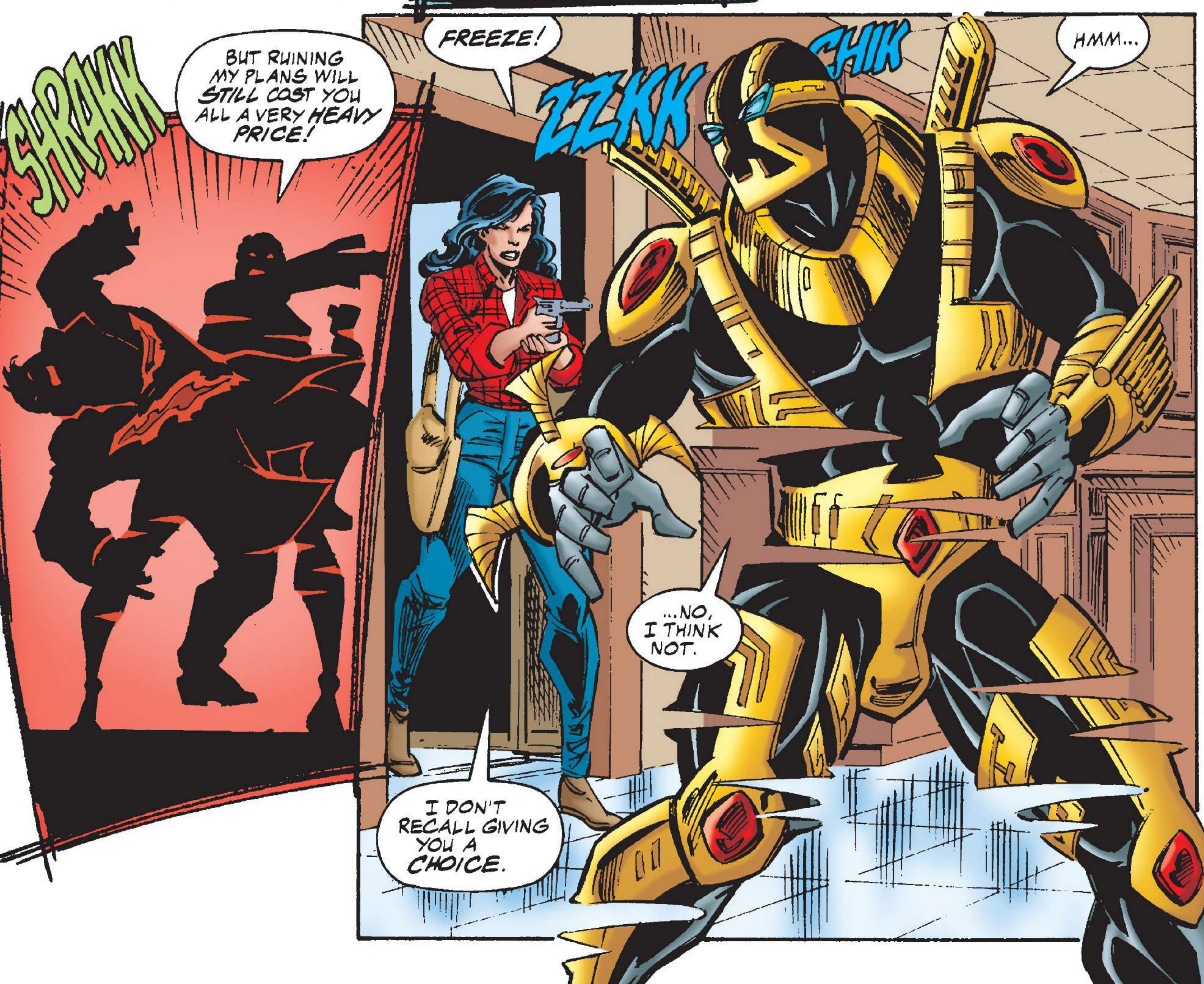
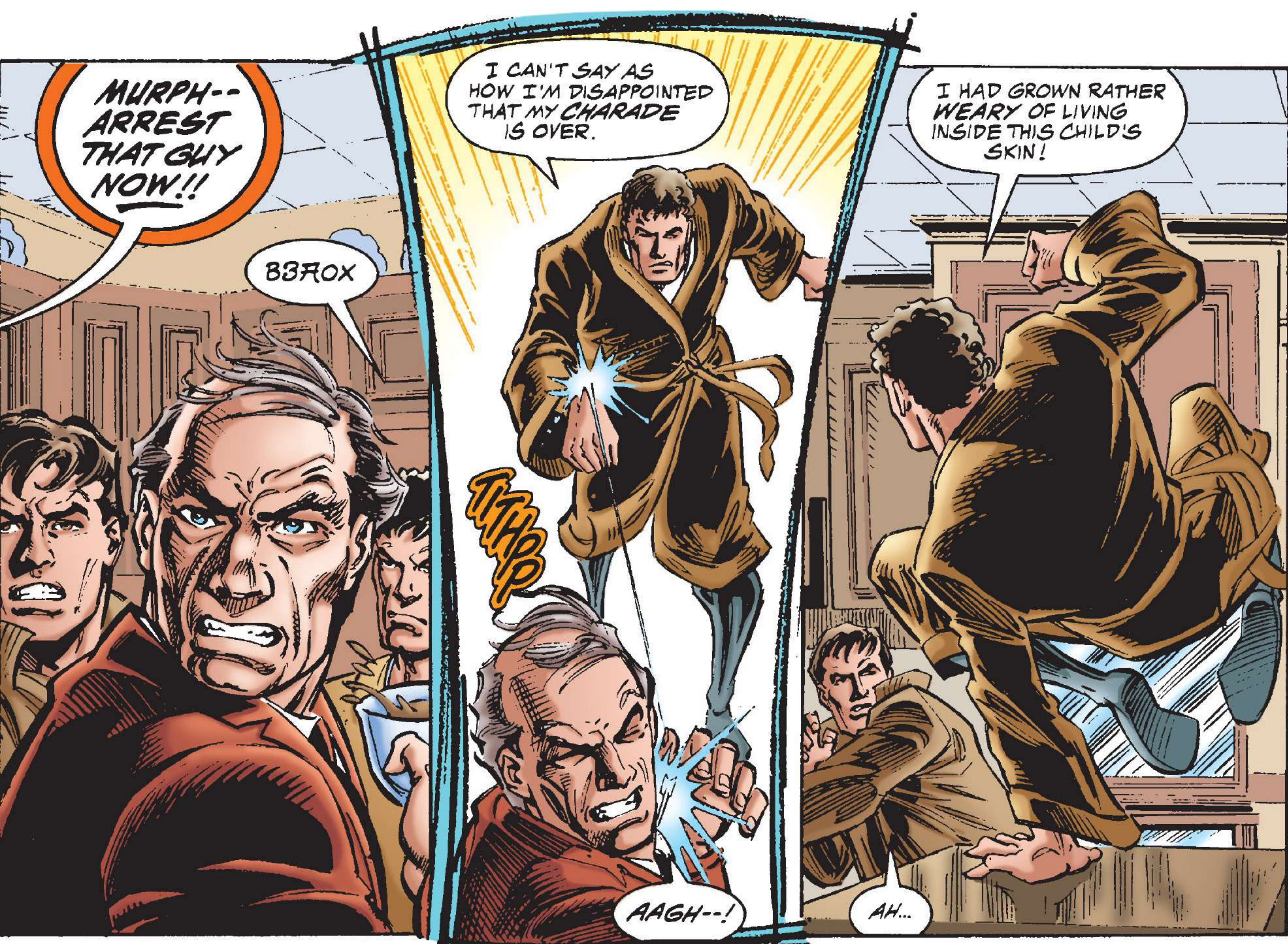
LIKE KEEPING THE MAIN
ENTRANCE CLEAN IS JUST
A... COVER--FOR WHAT?

DISCARDED
SYRINGES?

BUT
HAVERSHAW'S
ARMS WERE
CLEAN.

SHOOTING
BETWEEN
HIS TOES?
NO.

FOLLOW THE
GARBAGE,
MARCELLA.
LIKE A TRAIL...



PRAPPAPRAPPA

GUNFIRE?!

DID THEY SHOOT JASON?!

OR--COULD HE HAVE FIRED ON TWO COPS?

ONLY ONE WAY TO FIND OUT...

NNMMFF

SORRY, MURPH, FOR REMOVING THIS NEURO-DART SO QUICKLY.

BUT, ON YOU, THAT'S PROBABLY AN IMPROVEMENT.

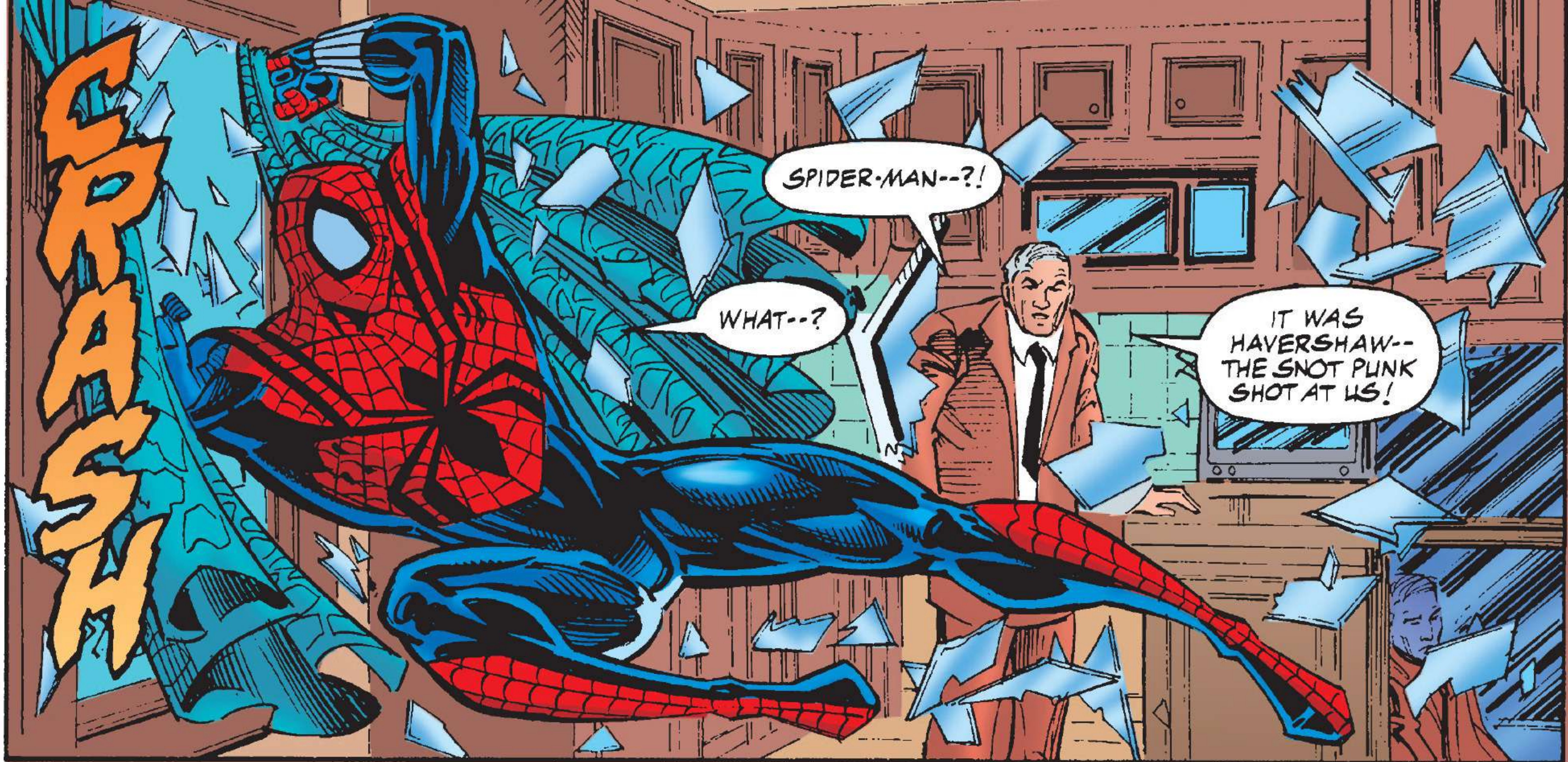
YOUR NECK IS GOING TO BE A RATHER ACHING ENCUMBRANCE BETWEEN HEAD AND SHOULDERS FOR QUITE A WHILE.

LET ME JUST DOWNLOAD THE RNA SEQUENCING INTO MY IMAGING TERMINAL...

...AND THE HOLOGRAPHIC PROJECTORS TURN ME INTO A DONUT-EATING FLATFOOT IN NO TIME AT ALL!

OOOH, SORRY TO HEAR ABOUT YOUR SON, MURPH. MUST BE TOUGH FOR A "MAN'S MAN" LIKE YOU TO DEAL WITH THAT, HUH?

ZZKCHK



SPIDER-MAN--?!

WHAT--?

IT WAS
HAVERSHAW--
THE SNOT PUNK
SHOT AT US!



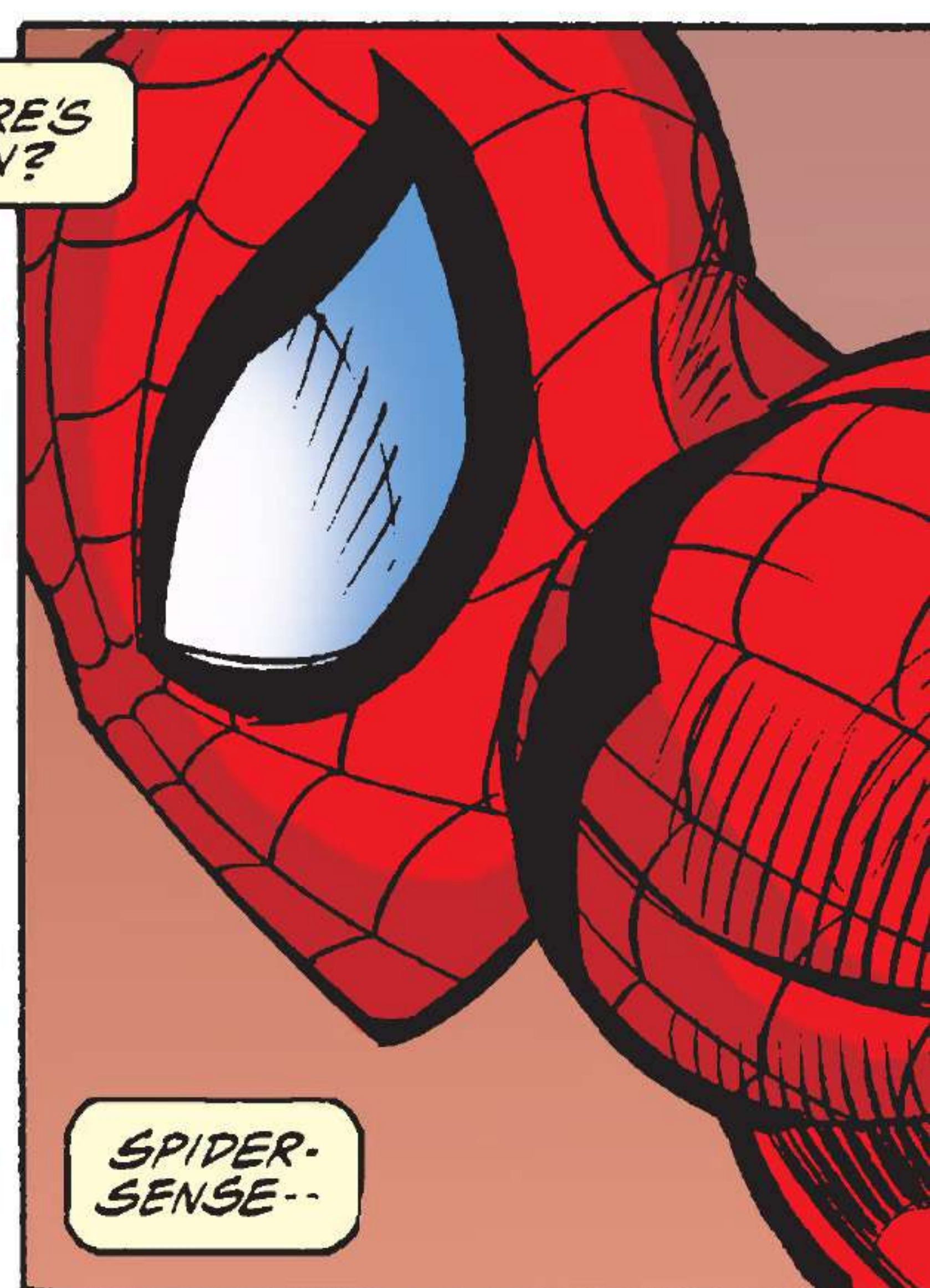
WHERE
IS HE?

RAN
THAT
WAY!

STAY
HERE--SEE
ABOUT
ELLIS!



WAIT... WHERE'S
THE WOMAN?

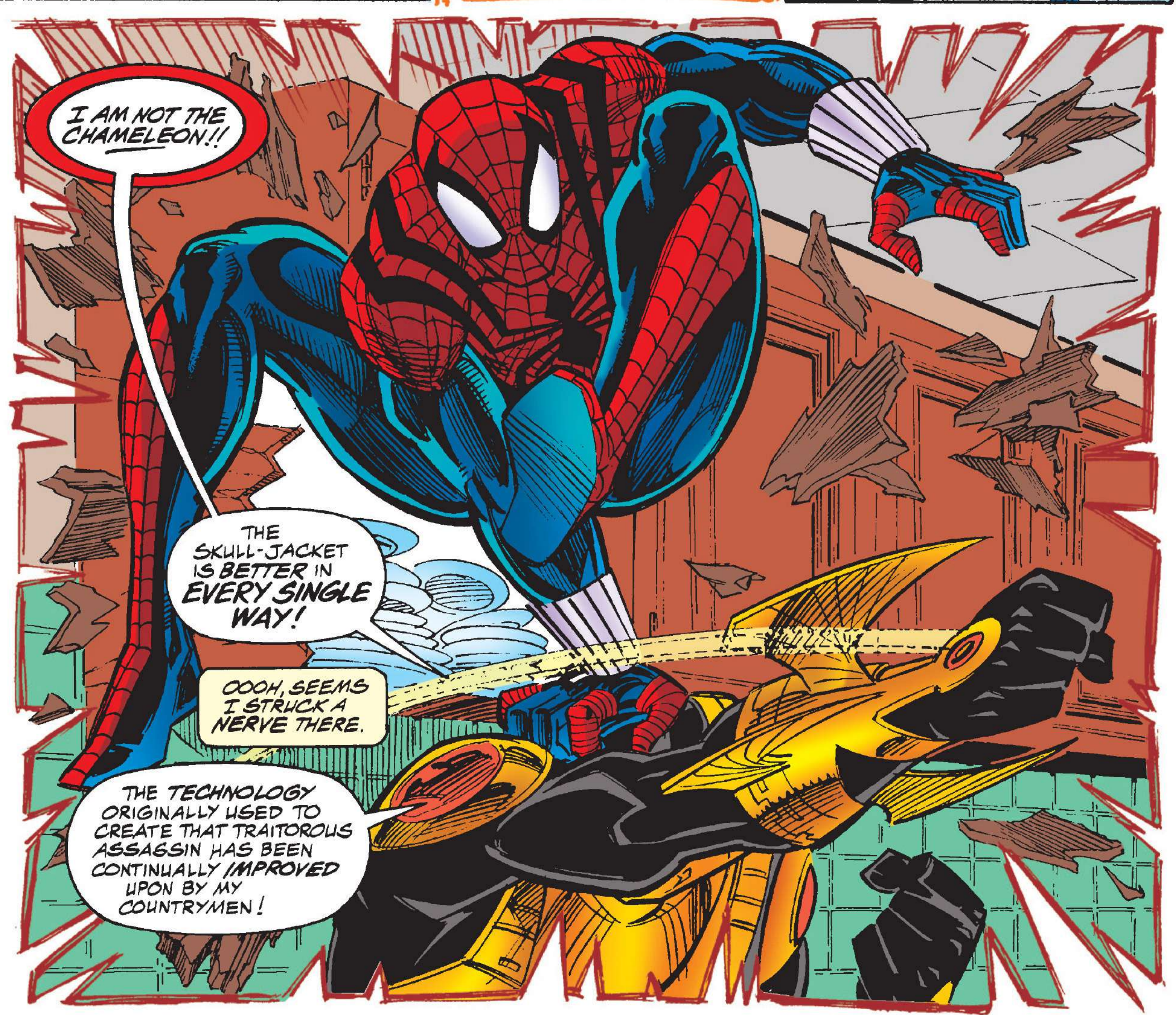
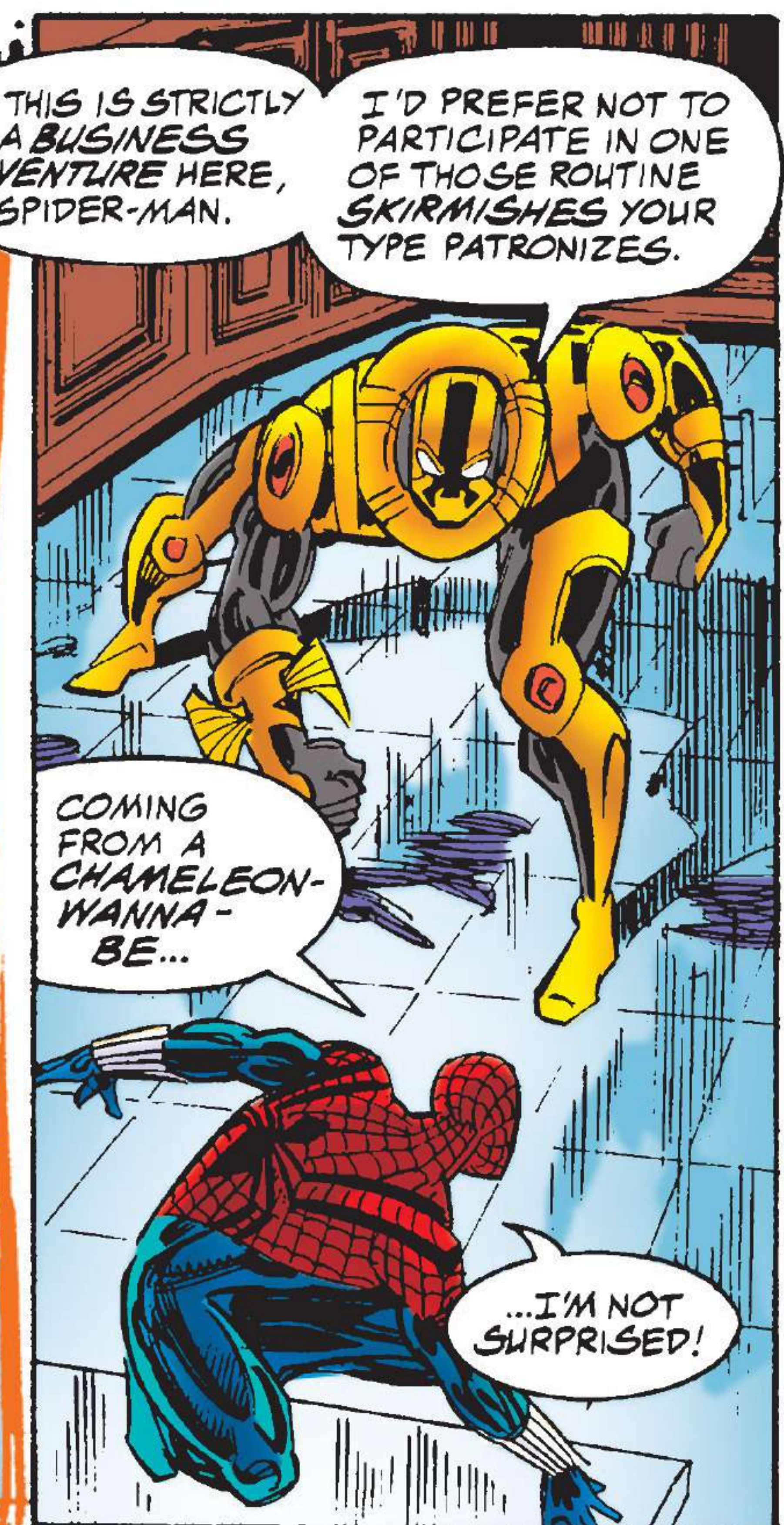
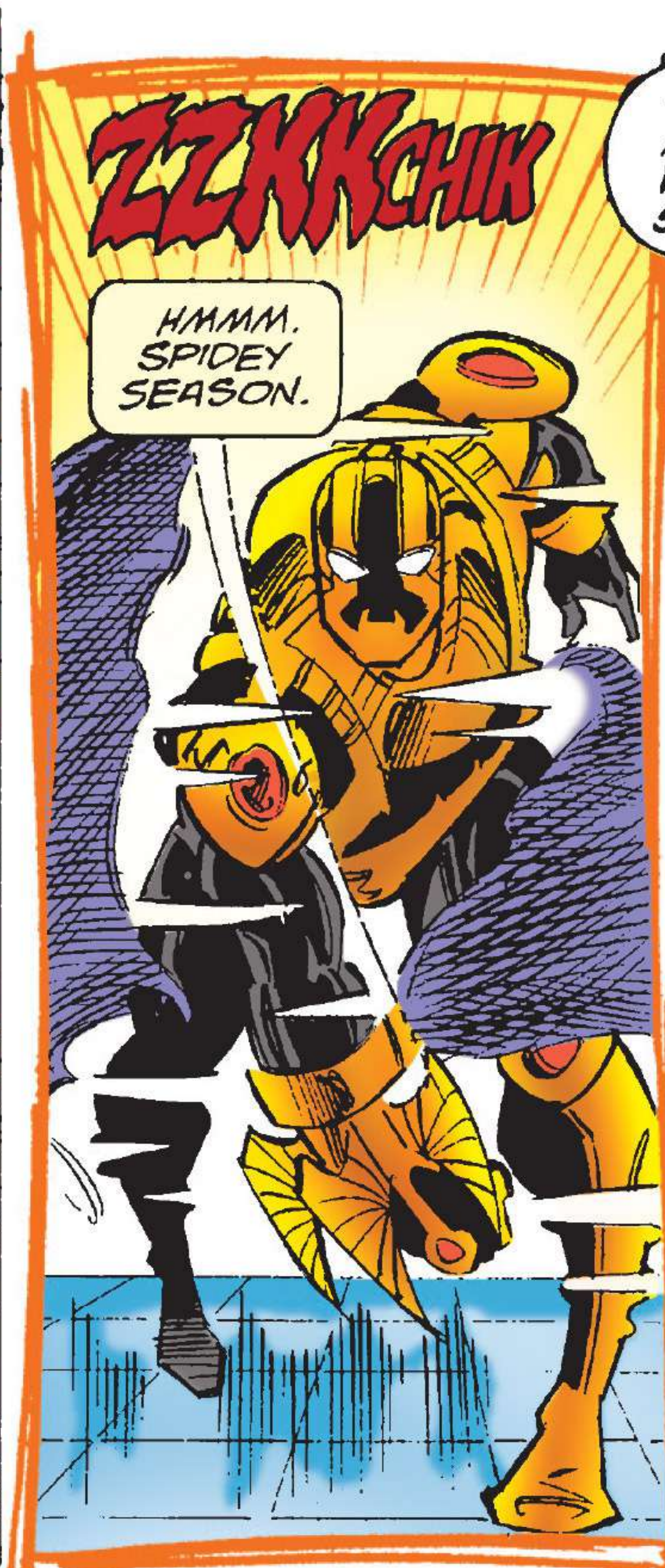
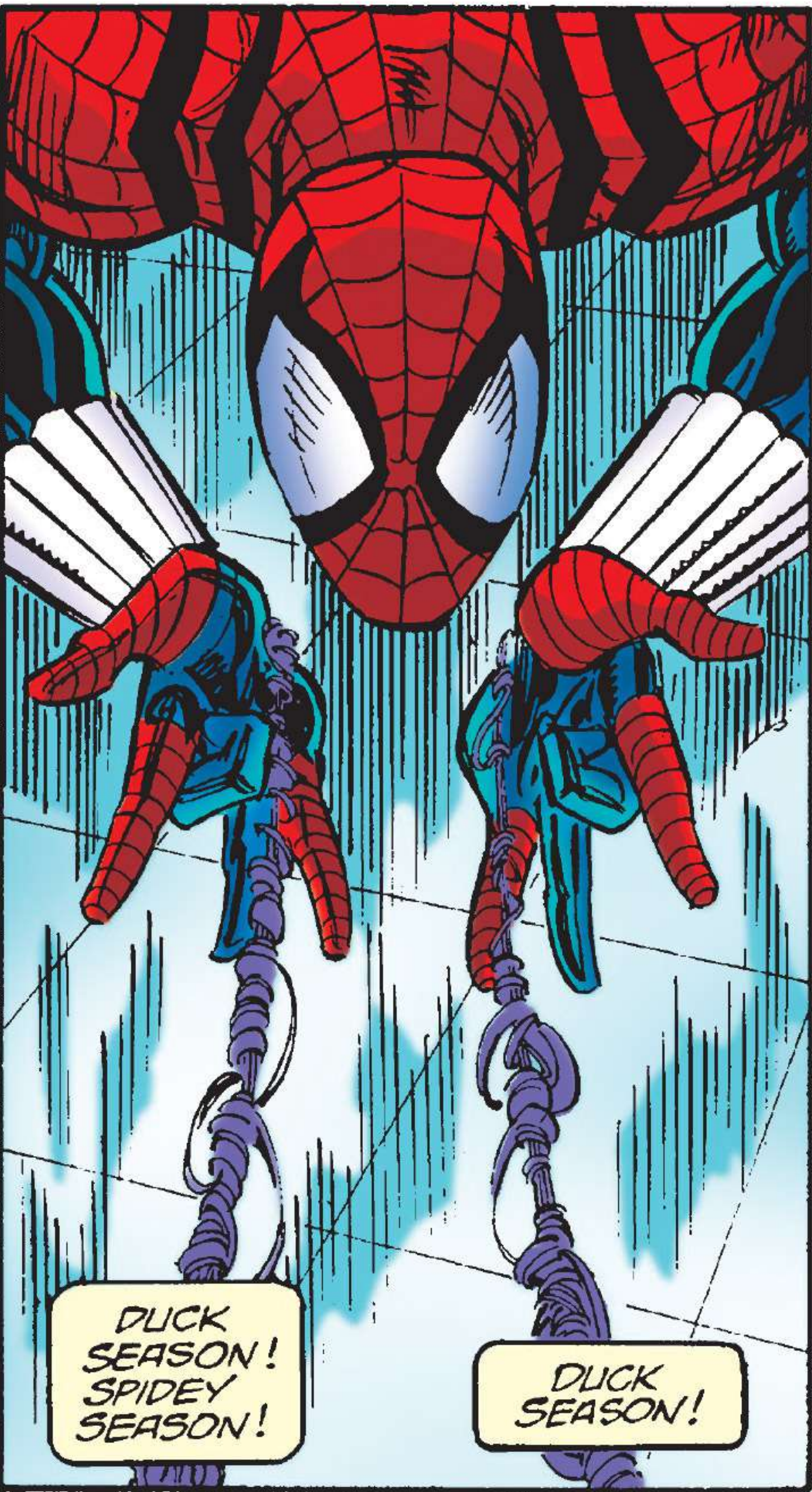


SPIDER-
SENSE--



ASSAULT
WEAPONS
FIRING OUT OF
THIN AIR?

WHAT IN THE
NAME OF THE
X-FILES IS
GOING ON
HERE?



MAYBE
SO.

THOUGH I'D LOOOVE
TO SIT AROUND LISTENING
TO YOUR "I'M-SURE-IT'S-
REALLY-INTERESTING"
ORIGIN STORY--

--Y'KNOW HOW IT IS...
THINGS TO DO PLACES-
TO BE PEOPLE TO SEE.

SORRY IF I
OFFENDED YOU
BEFORE BY
COMPARING YOU
TO OL' NO-FACE--

KRAKOW

--BUT I'M SURE
YOU WON'T MIND
IF YOU DO SHARE
ONE THING IN
COMMON WITH
HIM--

--A
GLASS
JAW!

WELL,
THAT WAS
SURPRISINGLY
ANTI-
CLIMACTIC.

THESE DARTS
SURE ARE
INTERESTING.

EXPLAINS THE
NECK-ACHES
GOING AROUND.

DRAWNS A TARGET'S BLOOD
AND DOWNLOADS RNA MEMORY
CELLS INTO A PROCESSING
TERMINAL ON THIS DUDE'S
EQUIPMENT?

WOW, THE KGB MUST'VE BEEN
BUSY BEAVERS BEFORE THE
SOVIET COLLAPSE.

ELLIS. PROUST.
MURPHY. FELICIA...

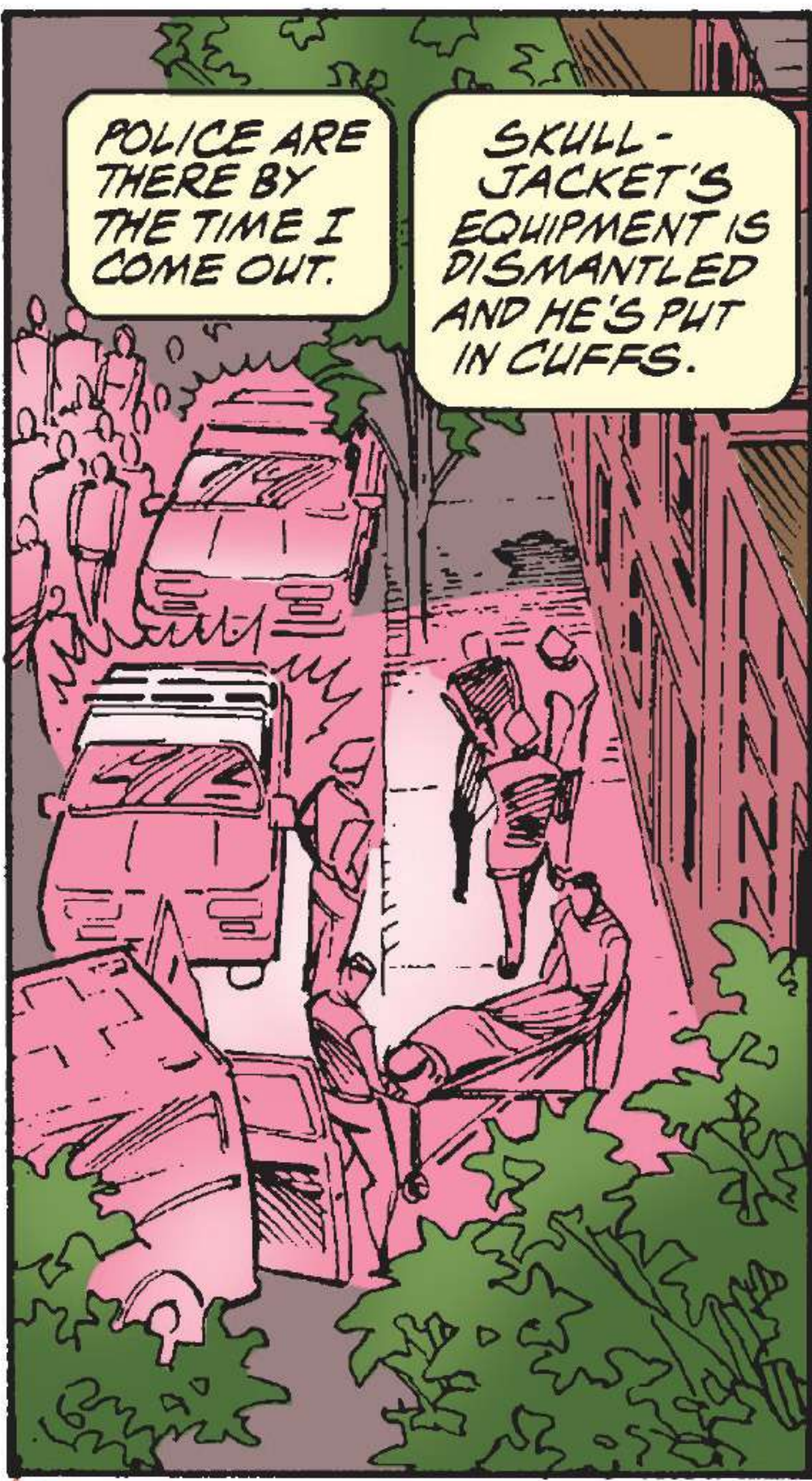
...HE IMPERSONATED
ALL OF THEM...

...WHICH
MEANS...

...JASON
HAVERSHAW
WAS ACTUALLY
SKULL-
JACKET ALL
ALONG!

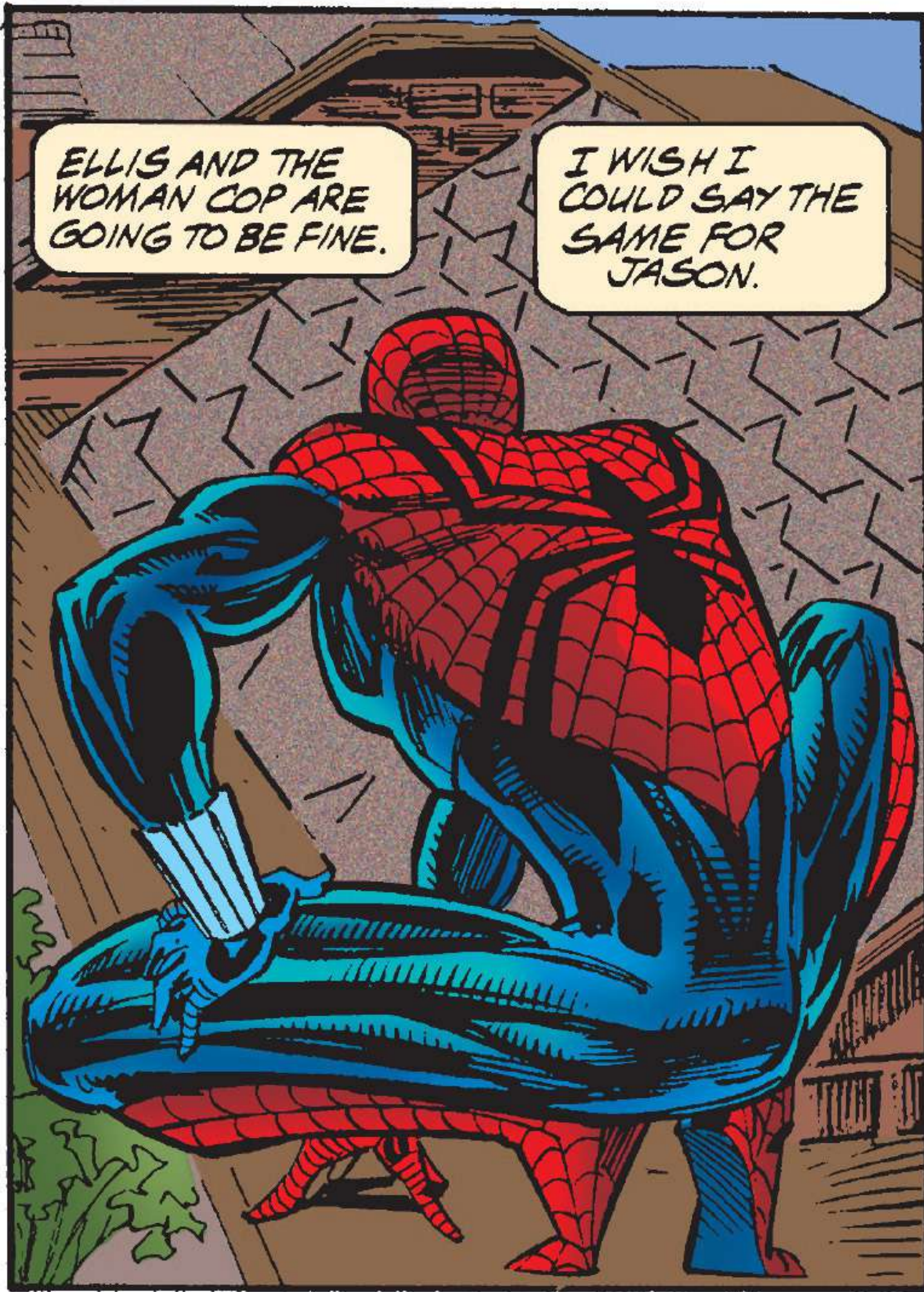
I'M SORRY...
MOMMY...
I'M SORRY...

A PART OF ME
ALMOST WISHES
IT HAD BEEN THE
REAL JASON.



POLICE ARE THERE BY THE TIME I COME OUT.

SKULL-JACKET'S EQUIPMENT IS DISMANTLED AND HE'S PUT IN CUFFS.



ELLIS AND THE WOMAN COP ARE GOING TO BE FINE.

I WISH I COULD SAY THE SAME FOR JASON.



AND ME.

DON'T BE SO DOWN ON YOURSELF, SPIDER.



LOOK AT THE BRIGHT SIDE--YOU DON'T HAVE TO WORRY ABOUT *MOI* STARRING IN ARYKER'S ISLAND SEQUEL TO "CHAINED HEAT."

(I'M TOO BUMMED TO EVEN FANTASIZE ABOUT IT.)



I DIDN'T MAKE A DIFFERENCE, CAT.

YEARS AGO... I THOUGHT I'D **HELPED** JASON GET **BETTER--**

--BUT I WAS KIDDING MYSELF. THEN AND NOW.

SOME PEOPLE HAVE TO HELP **THEMSELVES**, SPIDER.

JASON WAS SO STRUNG-OUT--SO IN-DEBT FOR DRUGS AND GAMBLING--

--THAT THE ONLY WAY HE COULD GET THE MONEY HE NEEDED WAS TO **INHERIT** IT FROM HIS MOM.

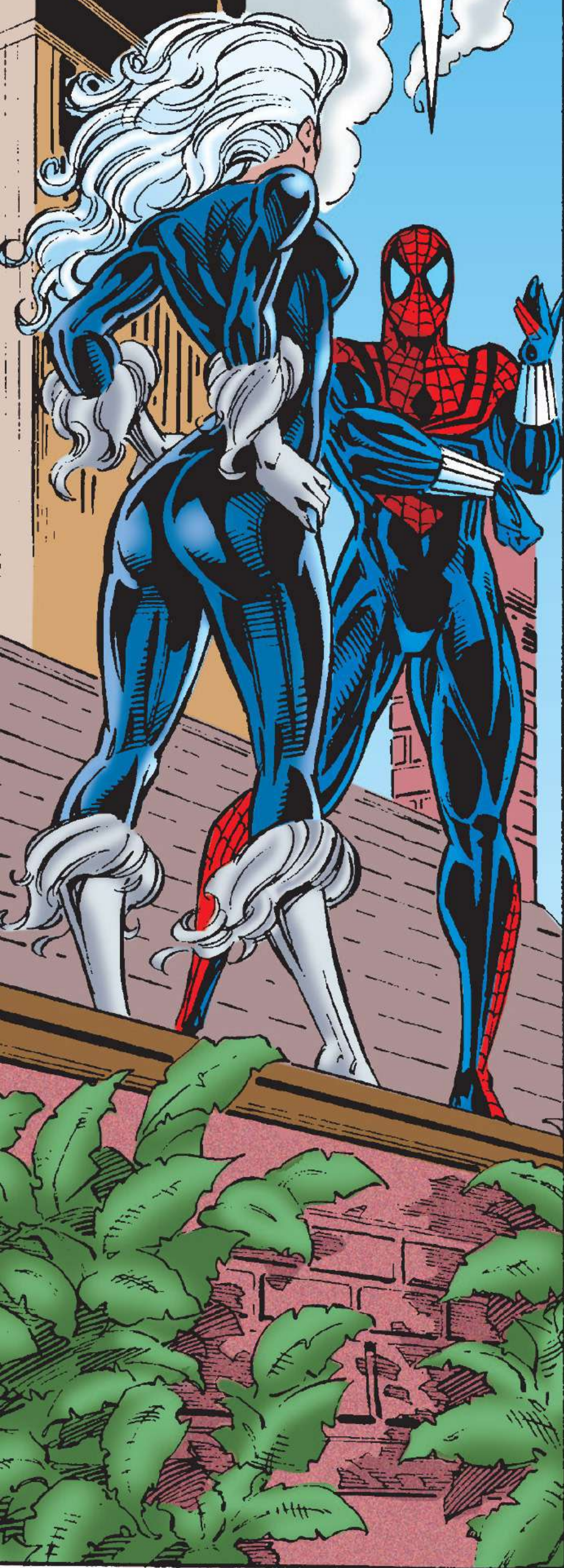
ANDREA BEING **STILL ALIVE** COMPLICATED THINGS, OF COURSE...

THE KASATANOV'S BROUGHT IN THEIR OWN ASSASSIN.

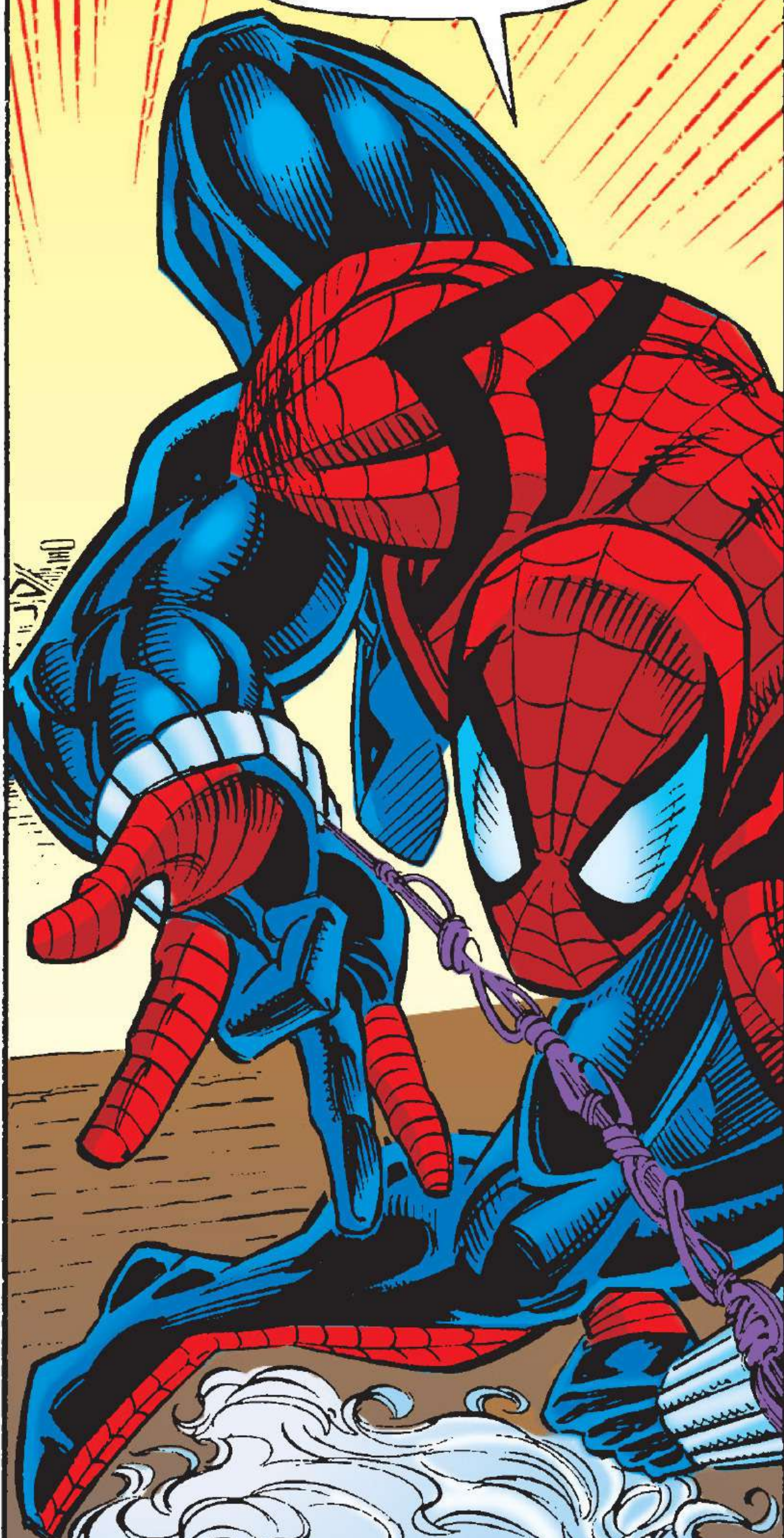
THEY FIGURED THAT IF THEY PLAYED THE GAME OUT LONG ENOUGH, NOT ONLY COULD THEY GET THE MONEY JASON OWED THEM--

--BUT THEY COULD ALSO EMBEZZLE HER ENTIRE ESTATE!

AND IT WAS IN SKULL-JACKET'S BEST INTERESTS TO DEFLECT ATTENTION AWAY FROM JASON FOR AS LONG AS POSSIBLE?



KEEP THE HEAT AWAY FROM THE TRUTH UNTIL THE WILL WAS READ AND THE MONEY DISBURSED, RIGHT?



THAT'S WHY SKULL-JACKET IMPERSONATED ME, PAUL, THAT REPORTER--JUST TO KEEP EVERYONE SCRAMBLING AROUND.



AND LETTING ME SEE THE JASON I WISHED WERE THE REAL ONE.

PUTTING ON A SMILING MASK FOR ALL THE WORLD TO SEE.

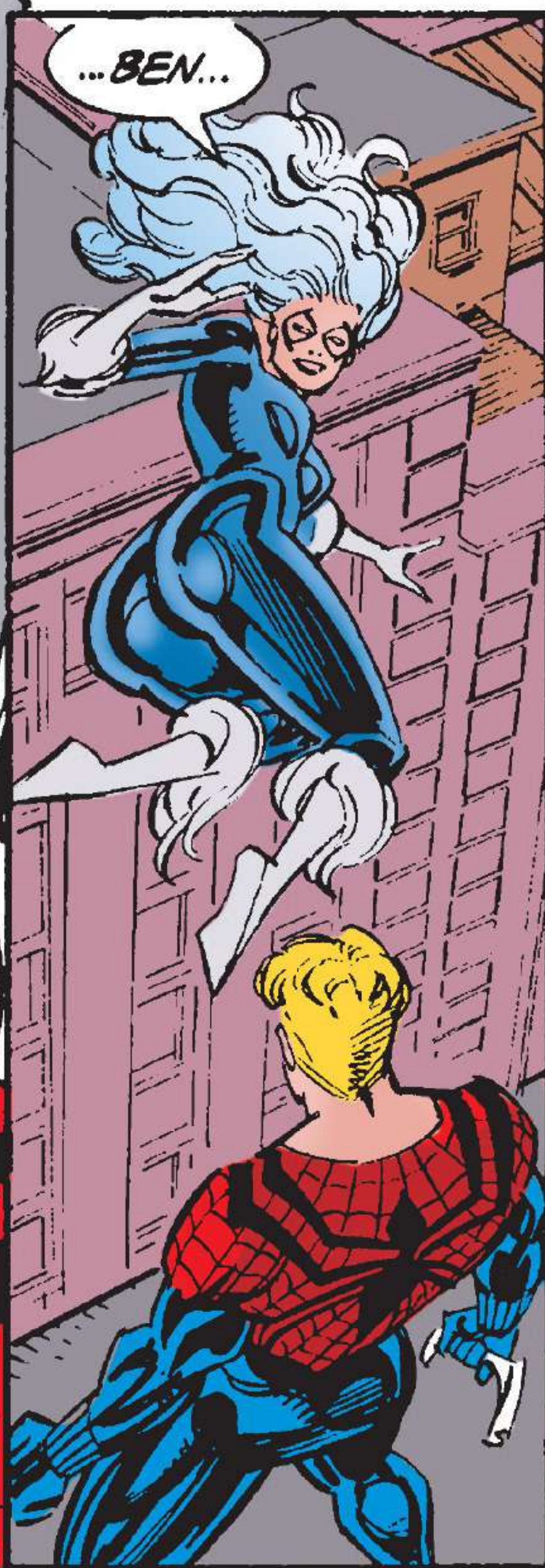
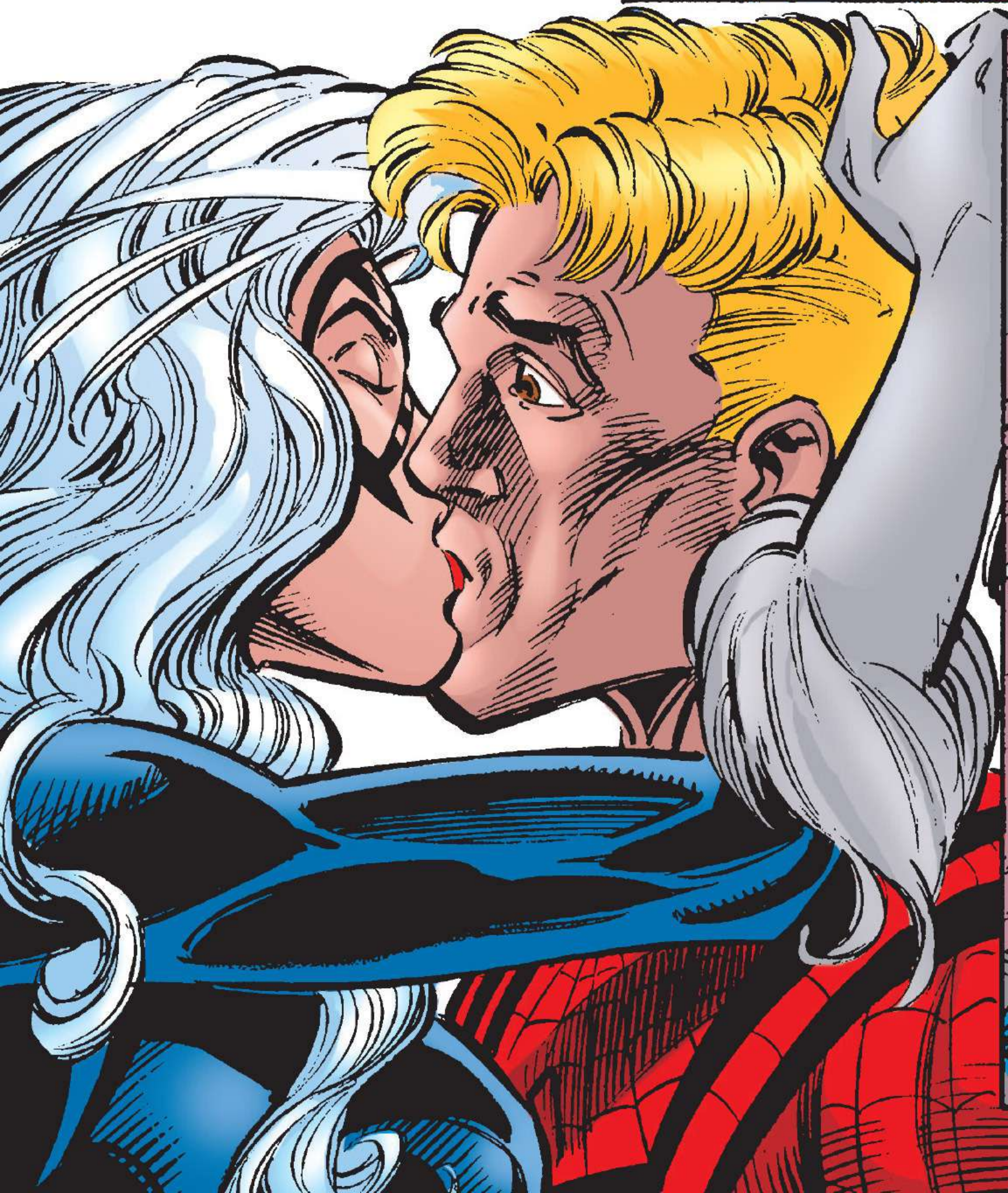
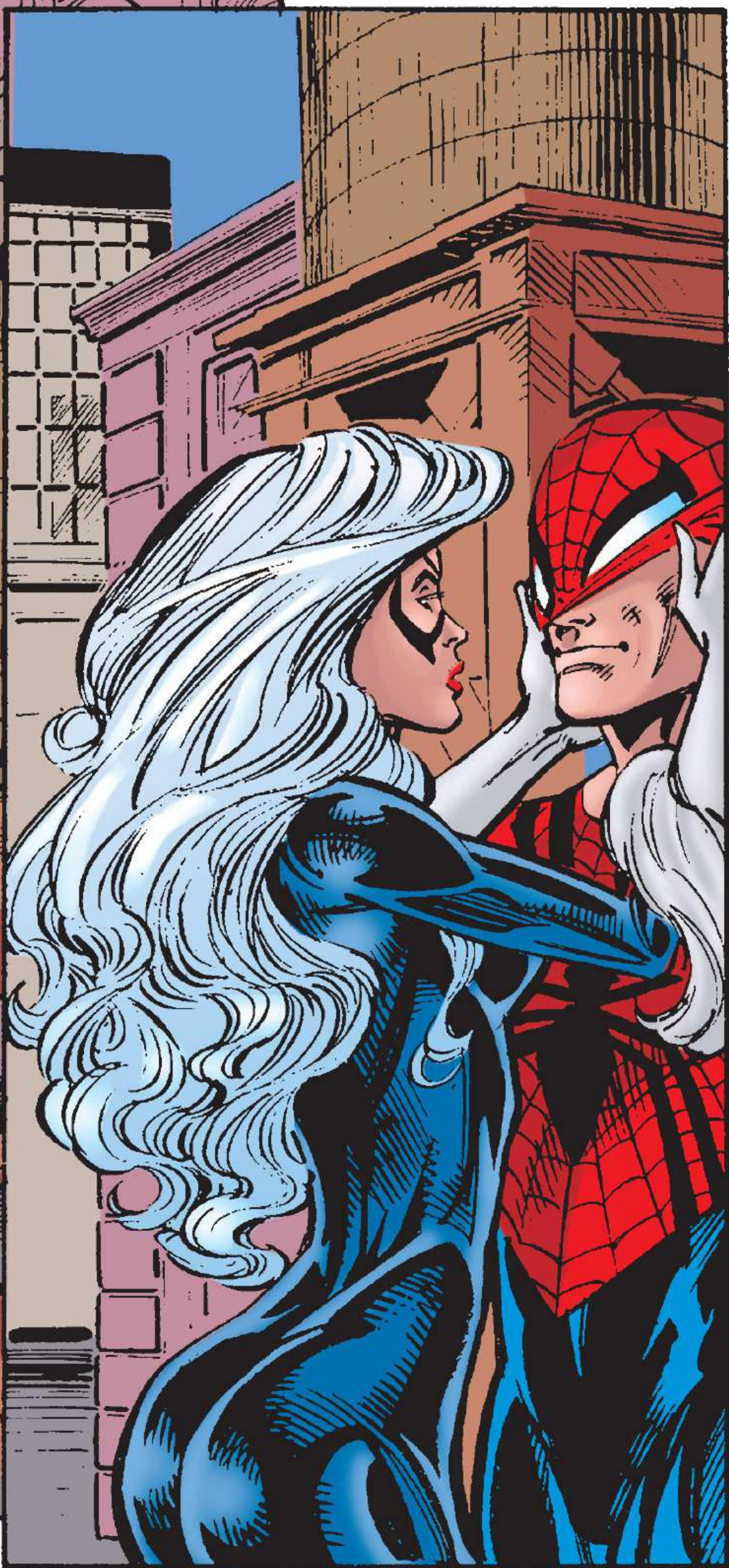
THE MASK I WANTED TO SEE.



THE ONLY THING NO ONE COUNTED ON WAS RUNNING UP AGAINST ONE MAN WITH AS STRONG A SENSE OF RESPONSIBILITY...

...AS SPIDER-MAN HAS.

?



SPIDER-MAN.
BEN REILLY.
PETER PARKER.
HERO.

FELICIA HARDY.
BLACK CAT.
CRIMINAL.

WHAT HAPPENS...
WHEN YOU CAN'T
TELL WHICH IS
WHICH...

... AND THE
MASK BECOMES...

... THE
REAL YOU?





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THE SILVER SURFER®



BRANDBERG
'95

ATOMIC
PAINTBRUSH

FOCUS.



THAT'S WHAT'S REQUIRED TO KEEP TRACK OF EVERY SINGLE STAR AND PLANET YOU'VE EVER CHARTED -- AN INCREDIBLE AMOUNT OF FOCUS.

ADD TO THAT A CONCENTRATIVE SEARCH FOR A FUGITIVE PIECE OF RECOLLECTION THAT FRUSTRATINGLY ELUDES YOU --

...AND YOU TOO MIGHT BE A LITTLE TOO DISTRACTED TO NOTICE --

-- WHEN THE BIZARRE COMES BARRELING UP YOUR TAIL.

WASTE 'EM!

AMBUSH

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BY THE STARS!
MY REVERIE
ALMOST COST
ME THAT
TIME!

THANKFULLY,
EVEN WHILE LOST IN
THOUGHT, MY MIND'S EAR
COULD STILL ISOLATE THE
ANACHRONISTIC SOUNDS
OF A TERRAN BIPLANE'S
ENGINE ROARING THROUGH
THIS CORNER OF
SPACE.

HEAR ME!
I AM THE SILVER
SURFER! I DON'T KNOW
THE REASON FOR THIS
AMBUSH, BUT IF YOU VALUE
YOUR LIVES, YOU'LL
DESIST BEFORE--

EAT LEAD,
SHINY!

FOOLS.

HEY!
WHERE'D HE
GO?!

HOLY --!
HE'S COMIN' IN
FROM BEHIND!
I CAN'T GET A
BEAD --

WE'VE
BEEN
HIT!

MAYDAY!
MAYDAY! THIS
IS THE FLYIN'
GLITMANN CALLIN'
BIG CASINO!

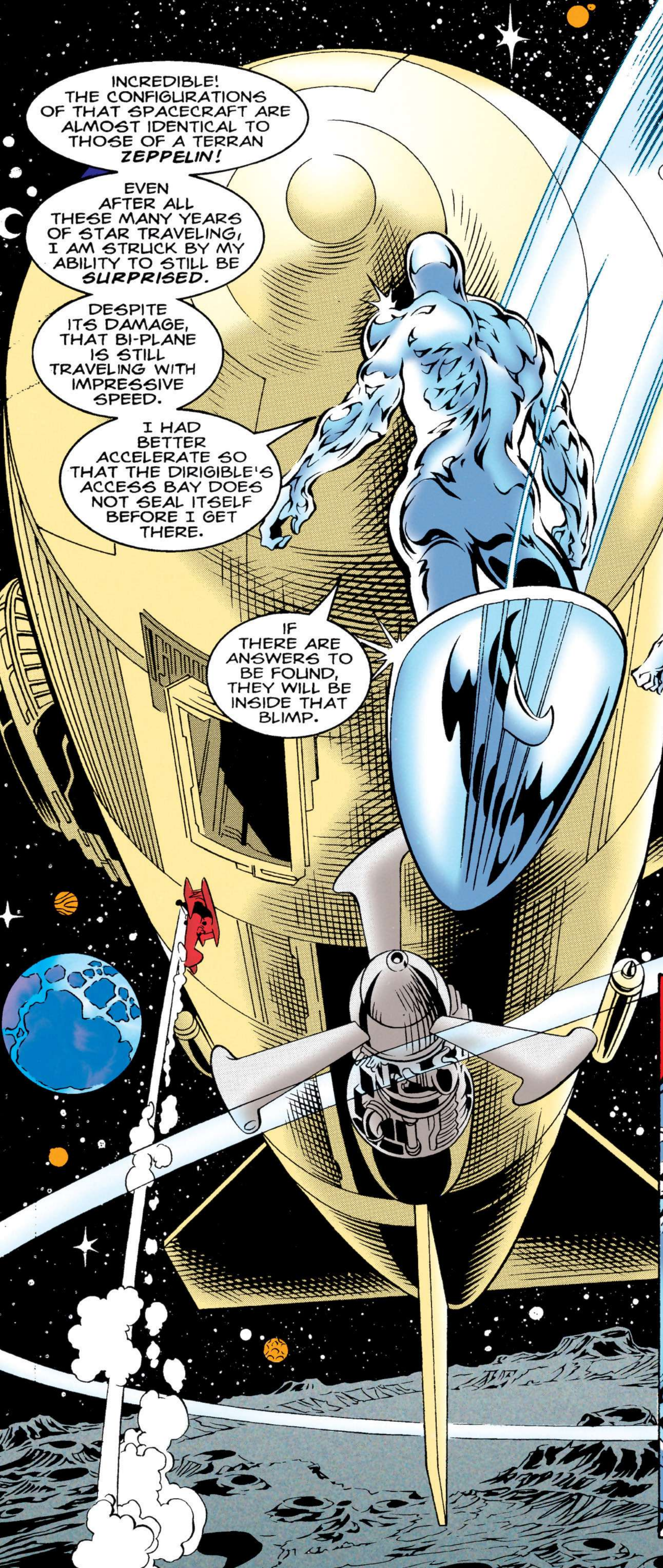
WE'RE
COMIN' IN WITH
A BUSTED WING!
GET GROUND CREW
READY! MAYDAY!
YA GOT THAT?
MAYDAY!

THE
BIPLANE'S
CIRCLING TO THE
OTHER SIDE OF
THAT PLANET.

I
SUPPOSE
THAT I SHOULD
JUST LEAVE
THIS MATTER
BE --

-- BUT
EVEN I MUST
ADMIT TO SOMETIMES
BEING A SLAVE TO MY OWN...

...CURIOSITY.



INCREDIBLE!
THE CONFIGURATIONS
OF THAT SPACECRAFT ARE
ALMOST IDENTICAL TO
THOSE OF A TERRAN
ZEPPELIN!

EVEN
AFTER ALL
THESE MANY YEARS
OF STAR TRAVELING,
I AM STRUCK BY MY
ABILITY TO STILL BE
SURPRISED.

DESPITE
ITS DAMAGE,
THAT BI-PLANE
IS STILL
TRAVELING WITH
IMPRESSIVE
SPEED.

I HAD
BETTER
ACCELERATE SO
THAT THE DIRIGIBLE'S
ACCESS BAY DOES
NOT SEAL ITSELF
BEFORE I GET
THERE.

IF
THERE ARE
ANSWERS TO
BE FOUND,
THEY WILL BE
INSIDE THAT
BLIMP.



Oh,
NO! HE
FOLLOWED
US! STAY
BACK! WE'RE
WARNIN'
YA!

YOU'RE
WARNING
ME?!



LET US RESOLVE
THIS PRONOUN PROBLEM
RIGHT NOW -- IT IS I
WHO AM WARNING YOU!



WHO ARE
YOU? WHY
DID YOU
ATTACK ME?
ARE YOU
TERRAN,
OR --?

HEY, PAL!
TAKE IT EASY
THERE!



THESE
FLYBOYS AIN'T
TOO BRIGHT, BUT
THEY MEAN
WELL.

YA GOTTA
UNDERSTAND, SURFER --
THEY'RE STILL A LITTLE
ANTSY 'BOUT ANYONE WHO
USED TO BE ON BIG
BOSS GALACTUS'S PAYROLL.

THE
NAME'S
FLOYD DONAHUE.
WELCOME TO THE
BIG CASINO.



PUT THE HEATERS
AWAY, YA LUGS. THE
SURFER'S OKAY,
SEE?

C'MON,
PAL. YOI 'N'
ME GOT A LOTTA
TALKIN' TO
DO.

SO, HOW
D'YA LIKE MY
OPERATION? BETCHA
KINDA WONDERIN' WHAT
AN EARTH GAMBLIN' JOINT
IS DOIN' OUT HERE IN
THE MIDDLE OF
SPACE, huh?

YES.

WELL,
LIFE'S JUST
FULLA
SURPRISES,
AIN'T IT?

IT IS.
ALTHOUGH FEW
THINGS THAT
YOU **SKRULLS**
DO SHOULD
SURPRISE ME
ANYMORE.



I'M
IMPRESSED.
WHAT TIPPED
YA OFF?

SKRULL
HEARTBEATS ARE
FAIRLY SIMPLE TO IDENTIFY.
YOUR RACE HAS NEVER
QUITE PERFECTED THAT PART
OF YOUR PHYSIOLOGICAL
TRANSMUTATION.

Hmm --
YA GOT
SOME EARS --
WHEREVER
THEY ARE.

WHY
SUCH AN
ELABORATE
CHARADE?

GREAT
FOR
BUSINESS.
WHY
ELSE?

COME
INTO MY PRIVATE
OFFICE. I DON'T WANT
YOUR PRESENCE.
SPOOKIN' OFF THE
CUSTOMERS.

GRAB A CHAIR. THAT
BOARD OF YOURS
MUST BE GETTIN'
HEAVY.
DRINK?

NO --
THANK
YOU.

WHAT
TYPE OF
ESTABLISHMENT
IS THIS
REALLY? I'VE NEVER
KNOWN A **SKRULL**
WHO DIDN'T HAVE
AS MANY ULTERIOR
MOTIVES AS FACES.

HEY, LET'S NOT GET NASTY. AT LEAST US KRALIAN SKRULLS ARE SUPPOSED TO BE HERE. WHAT'S YOUR STORY?

THIS AIN'T EXACTLY YOUR REGULAR STOMPIN' GROUNDS, IF YA KNOW WHAT I MEAN. WHAT'RE YA DOIN'... SLUMMIN'?

HEY, SURFER! TURN AROUND FROM THAT WINDOW AND LOOK AT ME WHEN I'M TALKIN' TO YA!

THE STARS... THE CONFIGURATION... HOW COULD I NOT HAVE SEEN IT SOONER..?

...I REMEMBER...

LISTEN, IF YOU'RE STILL SORE 'BOUT CAIRO AND HIS BOYS SHOOTIN' AT YA --

I HAVE TO GO. GOODBYE, Mr. DONAHUE.

G'BYE? Uhh -- BUT YA JUST GOT HERE.

YES, AND I ACCEPT YOUR APOLOGY ABOUT THE ATTACK. NOW I HAVE A MORE PRESSING MATTER TO ATTEND TO.

TOO BAD. I KNOW A COUPLA DAMES WHO'D'VE REALLY TAKEN A "SHINE" TO YA -- IF YOU GET MY DRIFT.

WELL, SO LONG. I'LL HAVE ONE OF M'BOYS SEE YOU OUT --

NO NEED.

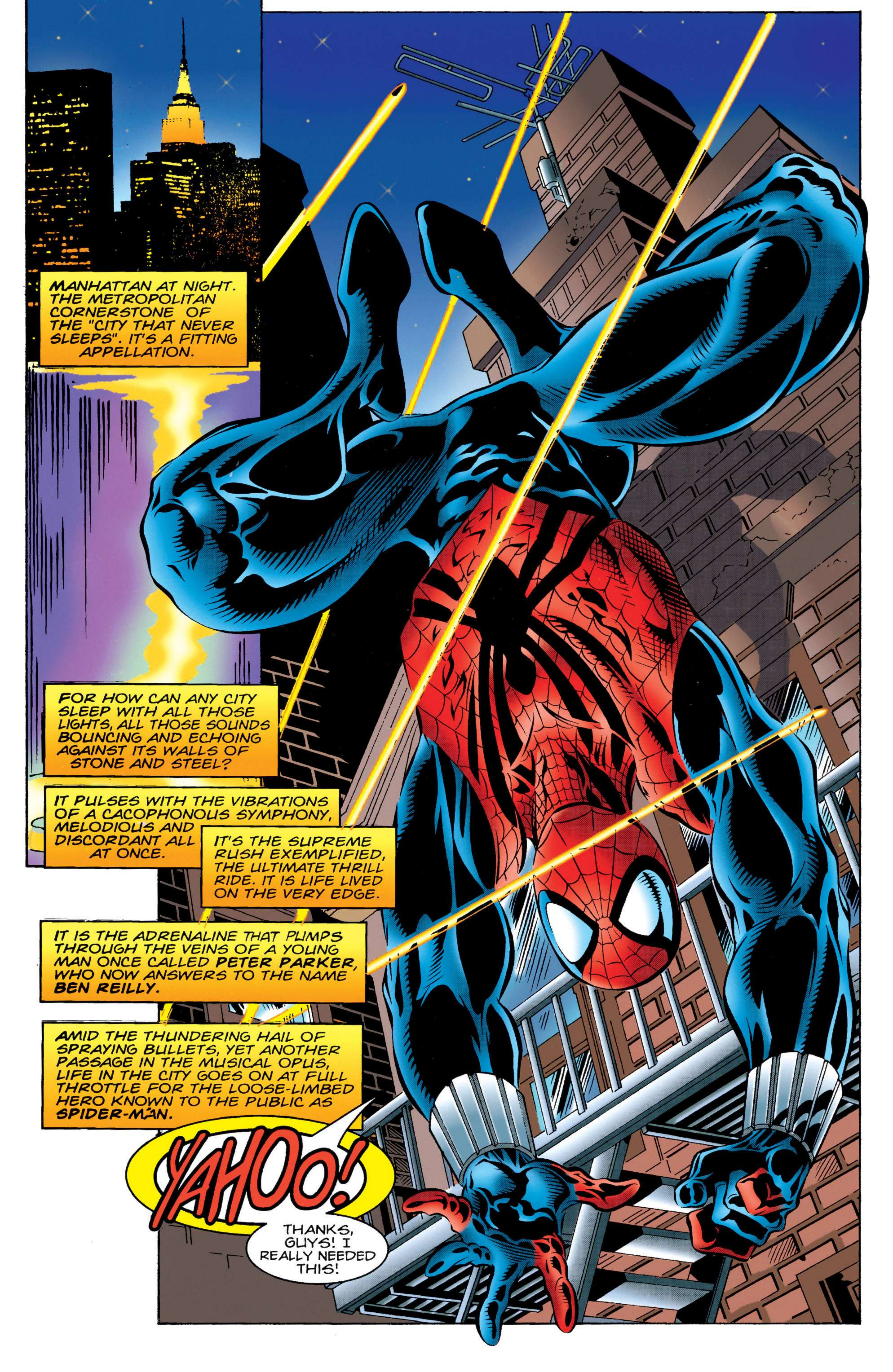
YEAH, RIGHT.

GOOD RIDDANCE. THAT GUY GIVES ME THE CREEPS.

AND IF THERE'S ONE THING THAT'S CREEPIER THAN THE SILVER SURFER... IT'S A SMILIN' SILVER SURFER.

WHAT WAS THAT ALL ABOUT?

EARTH.



MANHATTAN AT NIGHT. THE METROPOLITAN CORNERSTONE OF THE "CITY THAT NEVER SLEEPS". IT'S A FITTING APPELLATION.

FOR HOW CAN ANY CITY SLEEP WITH ALL THOSE LIGHTS, ALL THOSE SOUNDS BOUNCING AND ECHOING AGAINST ITS WALLS OF STONE AND STEEL?

IT PULSES WITH THE VIBRATIONS OF A CACOPHONOUS SYMPHONY, MELODIOUS AND DISCORDANT ALL AT ONCE.

IT'S THE SUPREME RUSH EXEMPLIFIED, THE ULTIMATE THRILL RIDE. IT IS LIFE LIVED ON THE VERY EDGE.

IT IS THE ADRENALINE THAT PLUMPS THROUGH THE VEINS OF A YOUNG MAN ONCE CALLED PETER PARKER, WHO NOW ANSWERS TO THE NAME BEN REILLY.

AMID THE THUNDERING HAIL OF SPRAYING BULLETS, YET ANOTHER PASSAGE IN THE MUSICAL OPUS, LIFE IN THE CITY GOES ON AT FULL THROTTLE FOR THE LOOSE-LIMBED HERO KNOWN TO THE PUBLIC AS SPIDER-MAN.

YAHOO!

THANKS, GUYS! I REALLY NEEDED THIS!



IT'S BEEN
ALMOST A WHOLE HALF-
HOUR SINCE I'VE HAD TO
KNOCK A COUPLE OF PUNKS'
HEADS TOGETHER.

I THOUGHT
I'D JUST ABOUT
DIE OF BORE-
DOM!

PRETTY
FANCY LOOT
YOU'RE HAULING
THERE. DIDN'T THINK
YOU GUYS WERE
INTO THE ARTSY
STUFF.

OR
MAYBE
YOU'RE JUST
SPECULATORS,
huh?

I HATES
SPECULATORS!

FREEZE,
SPIDER-
MAN!

BACK
OFF AND LET
US GO -- OR
I'LL WASTE
HER!

Y'HEAR, ME,
WEB-SLINGER? I
AIN'T BLUFFIN!
Y'HEAR?!

HEY,
MAN,
I'M NOT
DEAF.

AND I'M
NOT STUPID,
EITHER.

YOU DON'T
REALLY EXPECT ME
TO BELIEVE YOU CAN
SHOOT ANYONE WITH
THE GUN'S SAFETY
ON, DO YOU?

SAFETY --
ON --?

Hah!
MADE YA
LOOK!

THWIP



I TELL YA, IF BRAINS WERE ELECTRICITY, YOU WOULDN'T HAVE ENOUGH TO POWER A NIGHT-LIGHT.

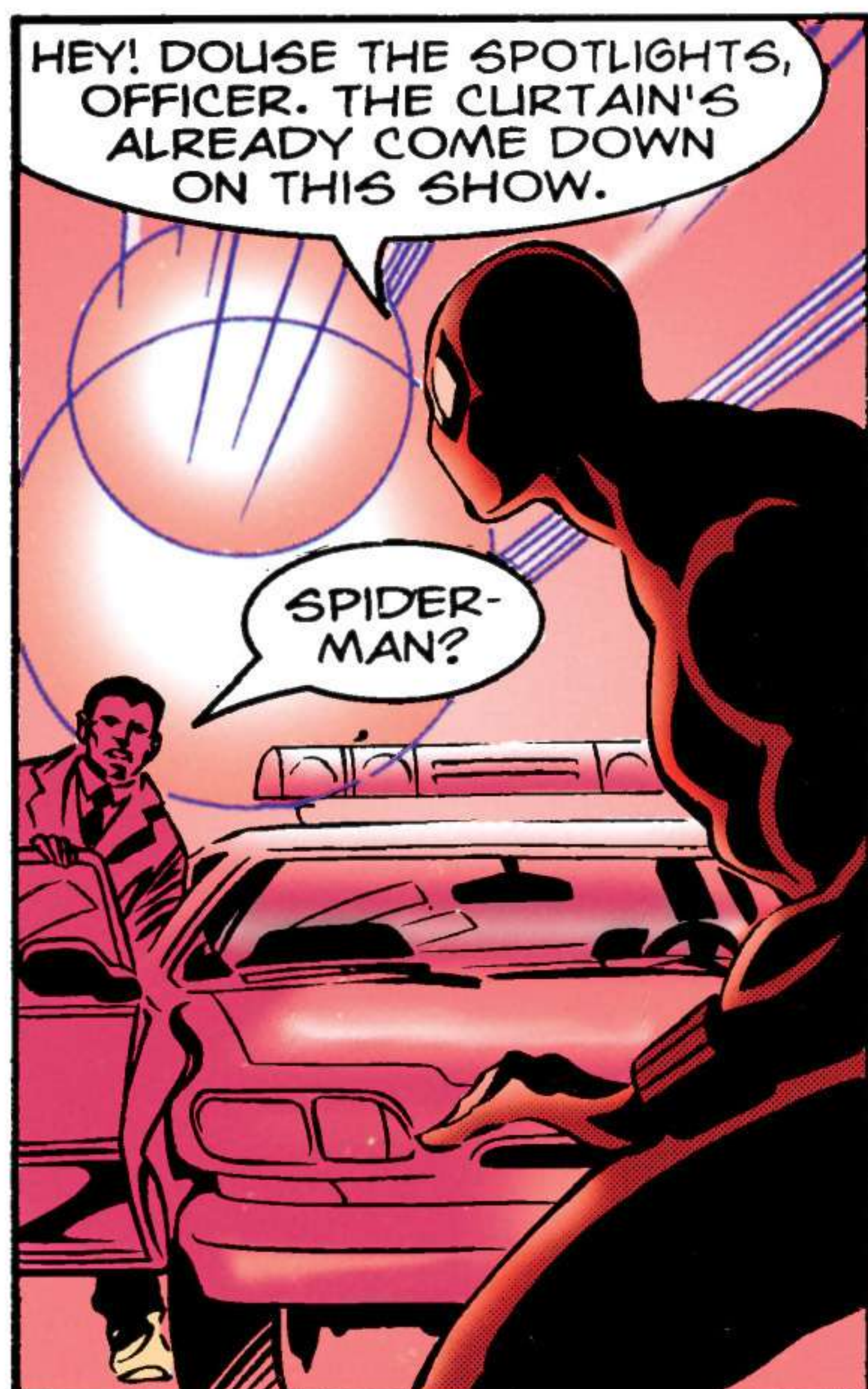
HOW ABOUT YOU, MISS? HE DIDN'T HURT YOU ANY, DID HE?



NO, I'M JUST A LITTLE RATTLED, THAT'S ALL.

I'M ALICE ZREIBAC, OWNER OF THE ART GALLERY. I GUESS I PICKED A HECK OF A DAY TO BE WORKING LATE ON INVENTORY.

ALL RIGHT -- NOBODY MOVE! THIS IS THE POLICE!



HEY! DOUSE THE SPOTLIGHTS, OFFICER. THE CURTAIN'S ALREADY COME DOWN ON THIS SHOW.

SPIDER-MAN?

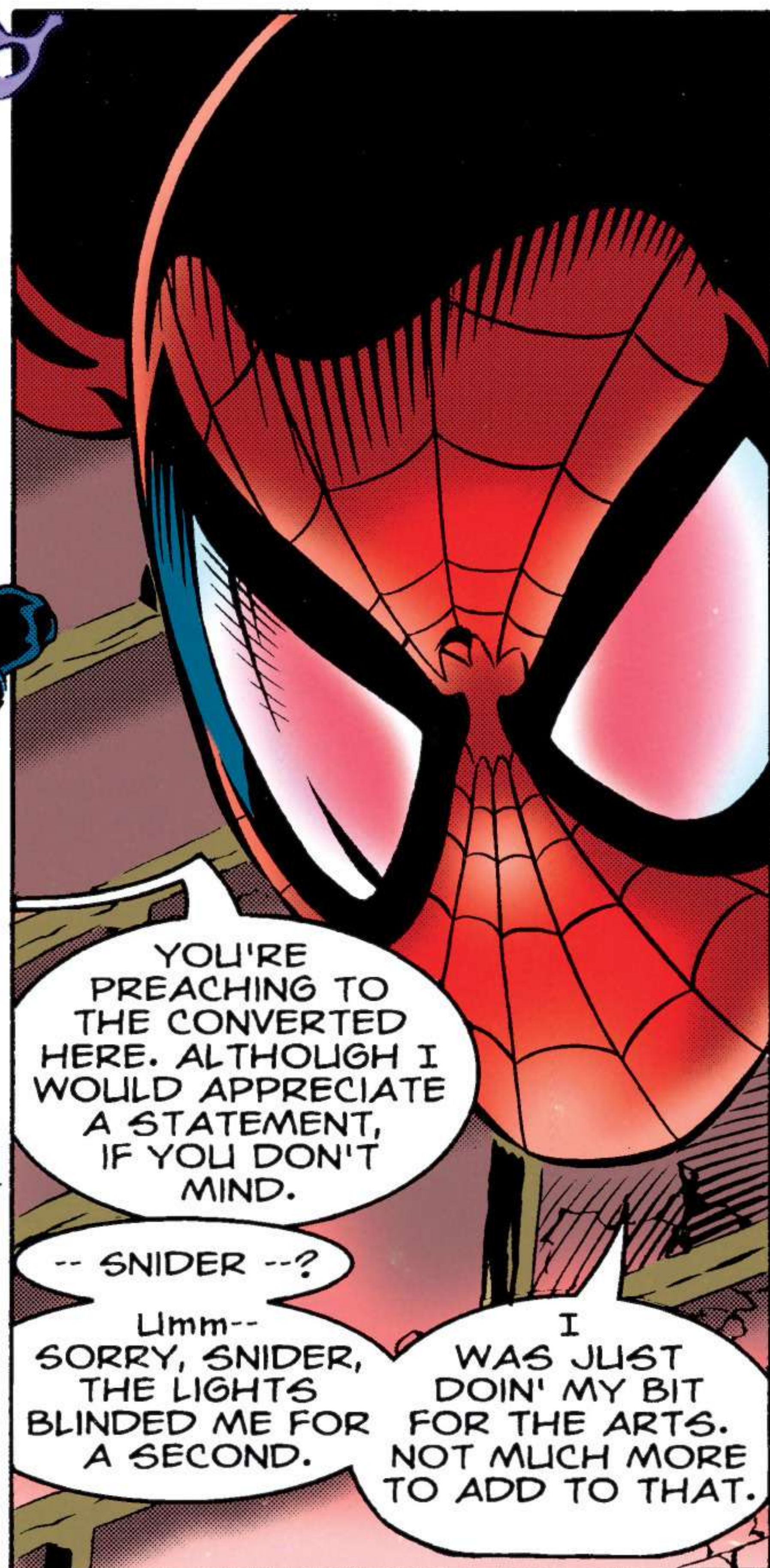


YEAH, THAT'S RIGHT -- BUT THIS IS SOMETHING YOU CAN'T PIN ON ME.

I'VE GOT A WITNESS.

WHOA THERE, TAKE IT EASY.

IT'S ME, DETECTIVE SNIDER.

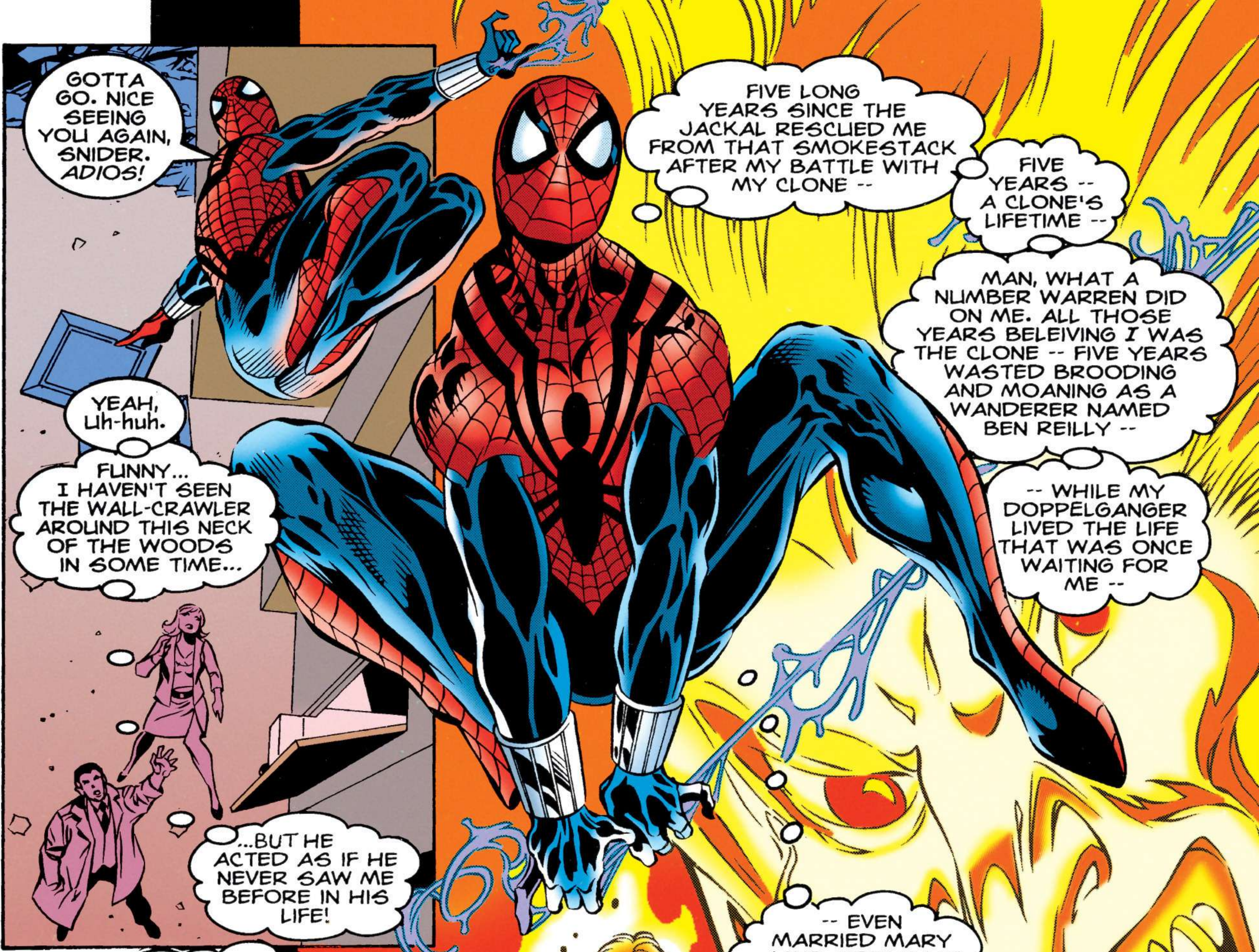


YOU'RE PREACHING TO THE CONVERTED HERE. ALTHOUGH I WOULD APPRECIATE A STATEMENT, IF YOU DON'T MIND.

-- SNIDER --?

Umm-- SORRY, SNIDER, THE LIGHTS BLINDED ME FOR A SECOND.

I WAS JUST DOIN' MY BIT FOR THE ARTS. NOT MUCH MORE TO ADD TO THAT.



GOTTA GO. NICE SEEING YOU AGAIN, SNIDER. ADIOS!

FIVE LONG YEARS SINCE THE JACKAL RESCUED ME FROM THAT SMOKESTACK AFTER MY BATTLE WITH MY CLONE --

FIVE YEARS -- A CLONE'S LIFETIME --

MAN, WHAT A NUMBER WARREN DID ON ME. ALL THOSE YEARS BELEIVING I WAS THE CLONE -- FIVE YEARS WASTED BROODING AND MOANING AS A WANDERER NAMED BEN REILLY --

-- WHILE MY DOPPELGANGER LIVED THE LIFE THAT WAS ONCE WAITING FOR ME --

YEAH, Uh-huh.
FUNNY... I HAVEN'T SEEN THE WALL-CRAWLER AROUND THIS NECK OF THE WOODS IN SOME TIME...

...BUT HE ACTED AS IF HE NEVER SAW ME BEFORE IN HIS LIFE!



"THE LIGHTS BLINDED ME". BOY, REILLY, COULDN'T YOU HAVE COME UP WITH ANYTHING MORE LAME?

I SHOULDN'T HAVE GOTTEN SO RATTLED -- THINGS LIKE THIS ARE GOING TO HAPPEN ALL THE TIME.

A LOT OF TIME'S FLOWN BY SINCE I WAS LAST SPIDER-MAN. FIVE YEARS.

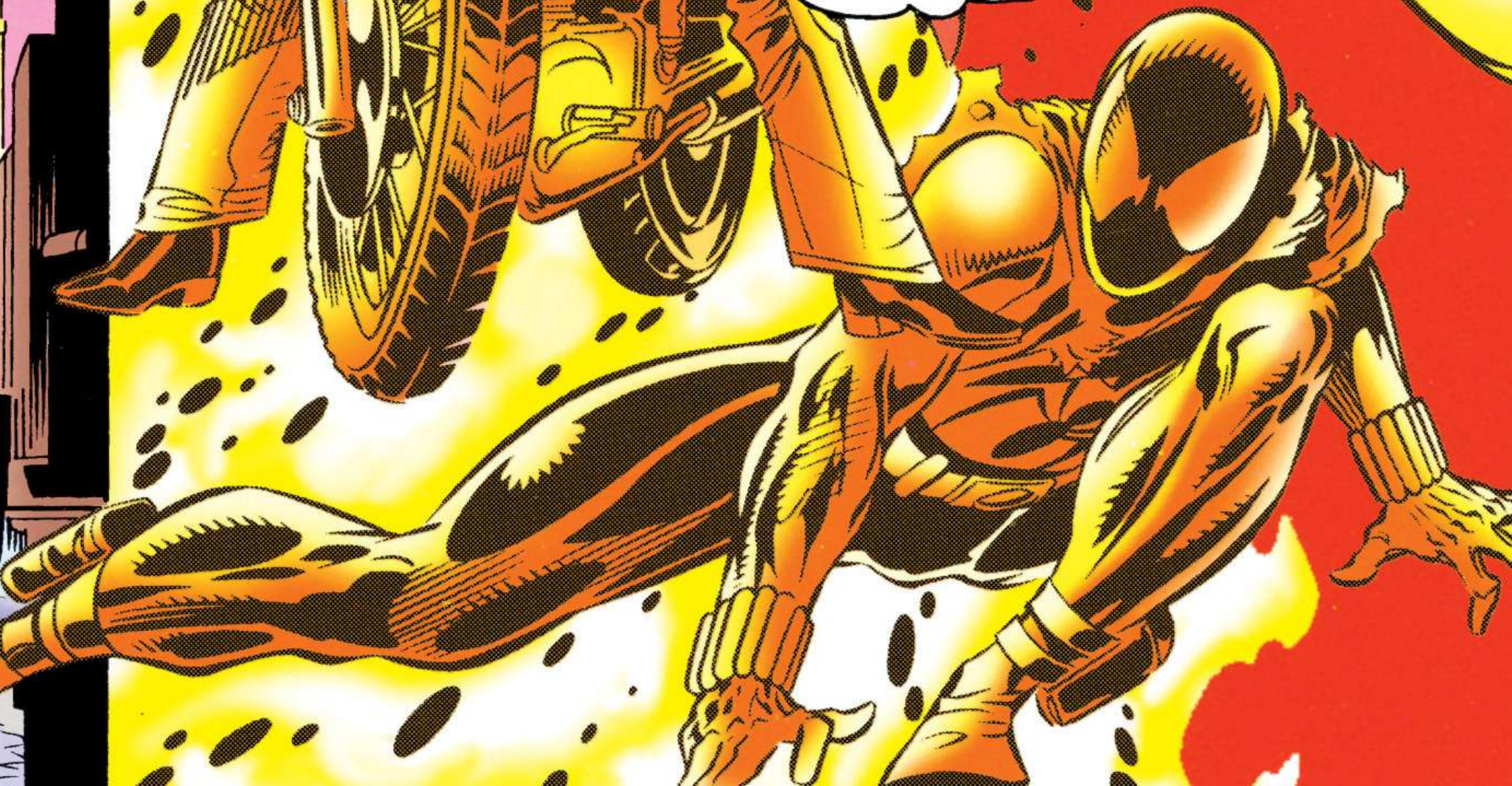


-- EVEN MARRIED MARY JANE. NOW THAT THREW ME -- NEVER THOUGHT ANYONE COULD MAKE ME GET OVER GWEN --

I ENVIED HIM SO MUCH FOR THAT.

YEAH, THAT JACKAL PLAYED ALL THE ANGLES. EVEN GETTING ME TO BATTLE MY CLONE AGAIN -- AS THE SCARLET SPIDER.

WHO WOULD HAVE THOUGHT AFTER ALL THAT HAPPENED, IT WOULD ALL COME FULL CIRCLE?



PETER PARKER, AKA BEN REILLY, UNMARRIED,
WITHOUT CHILDREN, SWINGING FAST AND FREE
AS YOUR FRIENDLY NEIGHBORHOOD
SPIDER-MAN--

--WHILE PETER
PARKER, FORMER
PHOTOGRAPHER FOR
THE DAILY BUGLE RETIRES
TO PORTLAND, OREGON
WITH HIS BEAUTIFUL,
PREGNANT WIFE TO
LIVE HAPPILY EVER
AFTER.

"WHO SAYS
ONE MAN CAN'T
HAVE IT **BOTH**
WAYS?"

THE TIME OF
IMPLEMENTATION
HAS ARRIVED. ALL
VARIABLES HAVE BEEN
EVALUATED AND THE
SUBJECT IS IN
PLACE.

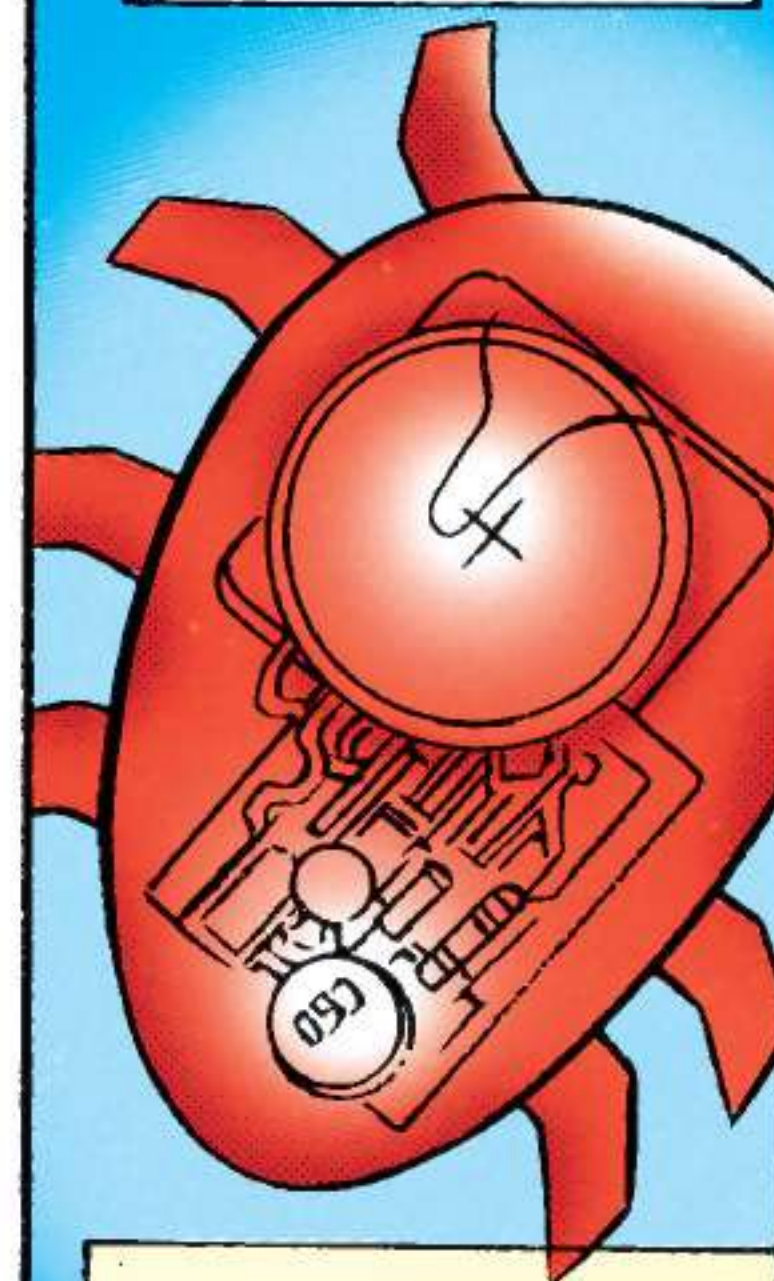
WITH MY
FIELD OPERATIVES
MONITORING THE SCENE,
IT WILL BE BUT A MATTER
OF SCANT MOMENTS BEFORE
THE FIRST STEP IS TAKEN IN
OUR LONG-RANGE PLANS
FOR THAT RUFFIAN
ADVENTURER CALLED
SPIDER-MAN.

AND
THE POOR,
ARROGANT FOOL
WILL HAVE NO IDEA
THAT IT WAS HE WHO
PROVIDED THE
TOOL OF HIS
DESTRUCTION.

ONE OF HIS
OWN **TRACING
DEVICES**. IT TOOK
CAREFUL CALCULATIONS,
POSTULATIONS, AND
NO SMALL MEASURE
OF FORTLUITY TO
ACQUIRE IT.

MONITOR
No. 2

SPIDER
TRACER



BUT
ONCE I
DID IT WAS SO
RIDICULOUSLY EASY
TO RECALIBRATE ITS
CIRCUITRY. YES,
THIS PLAN WILL
WORK JUST
FINE.

AS ALWAYS,
THE THINKER HAS
THOUGHT OF
EVERYTHING.



THAT'S WHAT YOU THINK, THINKER. THAT'S WHAT I WANT YOU TO THINK.

THIS TIME IT IS YOU WHO WILL BE MY PAWN!

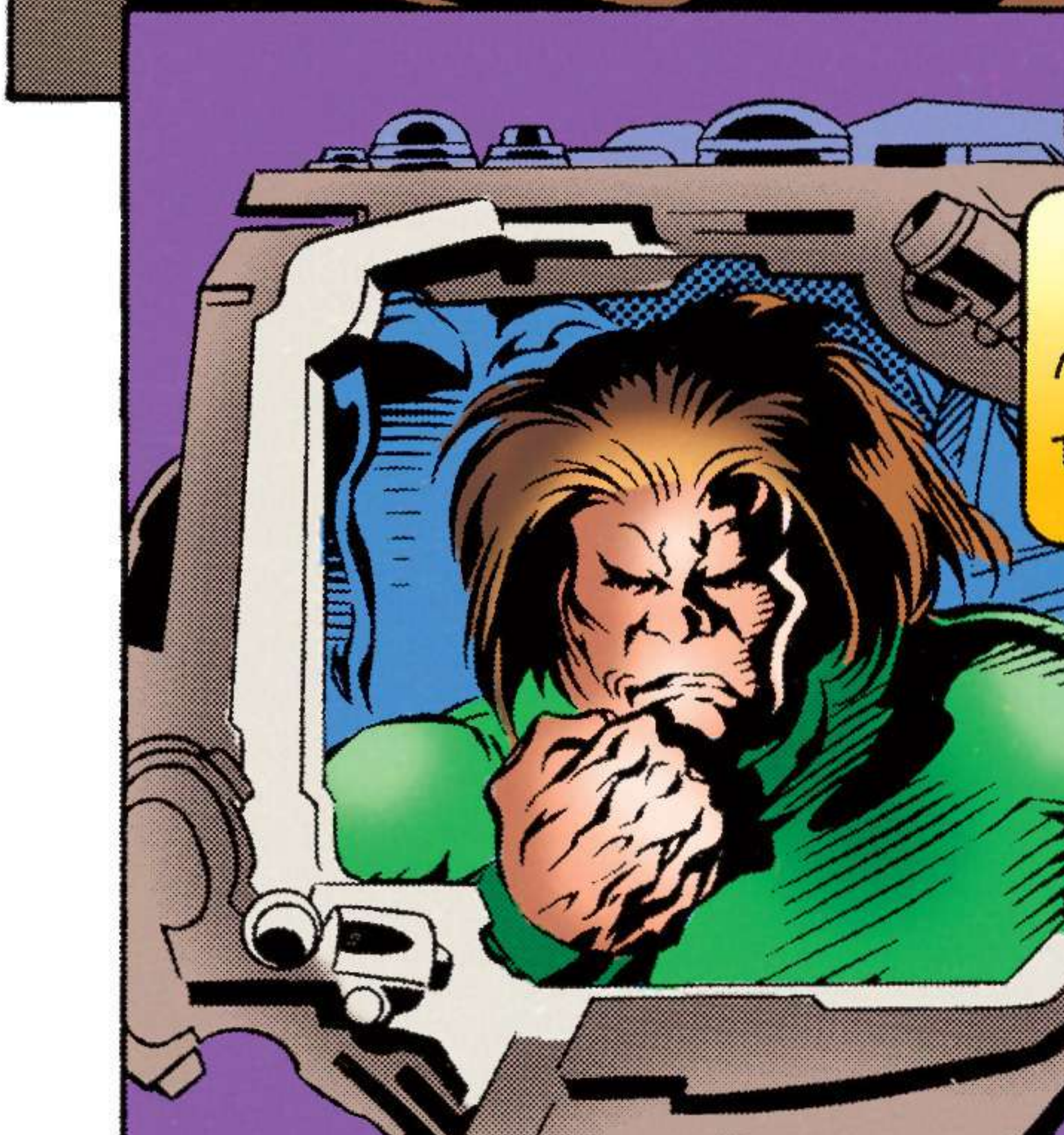
VENGEANCE WILL BE MINE AT LAST!

Ohh -- BUT I MUSTN'T LOCALIZE MY MONITORING HERE -- THERE ARE SO MANY INPUTS TO PROCESS. SO MANY IMAGES TO SUBSLIME.



A COMPLICATED SYSTEM, THIS ONE. TOOK ME LONGER THAN USUAL TO ACHIEVE FULL ACCLIMATIZATION.

MONITOR, INPUT. PROCESS. ANALYZE -- LEARN. OVER AND OVER AND OVER AGAIN. IT IS MONOTONY AT ITS MOST MADDENING.



NO! I MUST NOT FALL INTO THAT TRAP AGAIN! I MUST REMEMBER THE MOST IMPORTANT LESSON I'VE LEARNED OVER ALL THESE INTERVENING YEARS. I MUST BE PATIENT.

YES, THIS TIME I MUST HAVE PATIENCE -- THE PATIENCE OF A MACHINE.

MONITOR. INPUT. PROCESS. ANALYZE. LEARN. FROM THE MUNDANE TO THE MONUMENTAL, I WILL ABSORB IT ALL. INFORMATION IS POWER AND I MUST BE THE MOST POWERFUL OF ALL.



Eh? INPUTTING THROUGH MONITOR Y-237-1R. THAT HYPERSPATIAL WORMHOLE DEVELOPING 1.6733 MILLION KILOMETERS FROM TERRAN ORBIT.

ANALYZING... YES... YES...

YES! IT IS HE!

NOW, THAT WAS RELATIVELY SIMPLE.

WHY COULDN'T THAT COSMIC RIFT BACK WHERE I ENCOUNTERED THAT OUTRIDER CRAFT BEEN AS EASILY TRAVERSED?

HOW I WISH HE HAD BEEN RIGHT. BUT, THAT'S ALL MOOT NOW -- AND PERHAPS IT'S JUST AS WELL.

OF ALL THE VOCATIONS I HAVE PURSUED IN ALL MY YEARS OF EXISTENCE, ONE THAT HAS NEVER PROVEN SUCCESSFUL FOR ME WAS THAT OF A MESSIAH.

PATIENCE. YES... I SHOULD HAVE TRIED IT LONG AGO. NOW ALL THE PIECES ARE IN PLACE.

IT IS TIME, SILVER SURFER, THAT I THANK YOU PROPERLY FOR THE "KINDNESS" YOU GRANTED ME ALL THOSE YEARS AGO.

OUTRIDER SEVEN WAS SO DESPERATE TO SAVE HIS PEOPLE. HE ACTUALLY MADE ME BELIEVE THAT I WAS THE ANSWER TO HIS PRAYERS.

Check out the events in
SILVER SURFER #111-114
- Ye Ol' Cosmic Editor



MAN, WHEN
WILL I LEARN
TO PACK A
WATCH?

I'M
GONNA MISS MY
LATE SHIFT AT
THE COFFEE
HOUSE--

Huh? I'M
PICKING UP
SOMETHING --



-- FROM
ABOVE.

Hmph --
NOTHING BUT
A BLINCH OF
PIGEONS.

MAYBE
MY SPIDER
SENSE IS TRYING TO
KEEP MY NEW SUIT
FROM GETTING
SPLAT --

YOW! MY
HEAD!



Oh, GOD...
IT'S LIKE
SOMEONE'S
LANCED MY
BRAIN WITH A
CATTLE
PROD.

THE PAIN--
IT'S KILLING
ME!

WHOA!
IT'S GONE.
LIKE SOME-
ONE JUST
FLIPPED OFF
THE JUICE.

I CAN
THINK
AGAIN --

-- AND I
THINK I'M
IN DEEP
TROUBLE!

BUT HEY --
"TROUBLE" IS
MY MIDDLE
NAME -- OR IS IT
"MELVIN"?

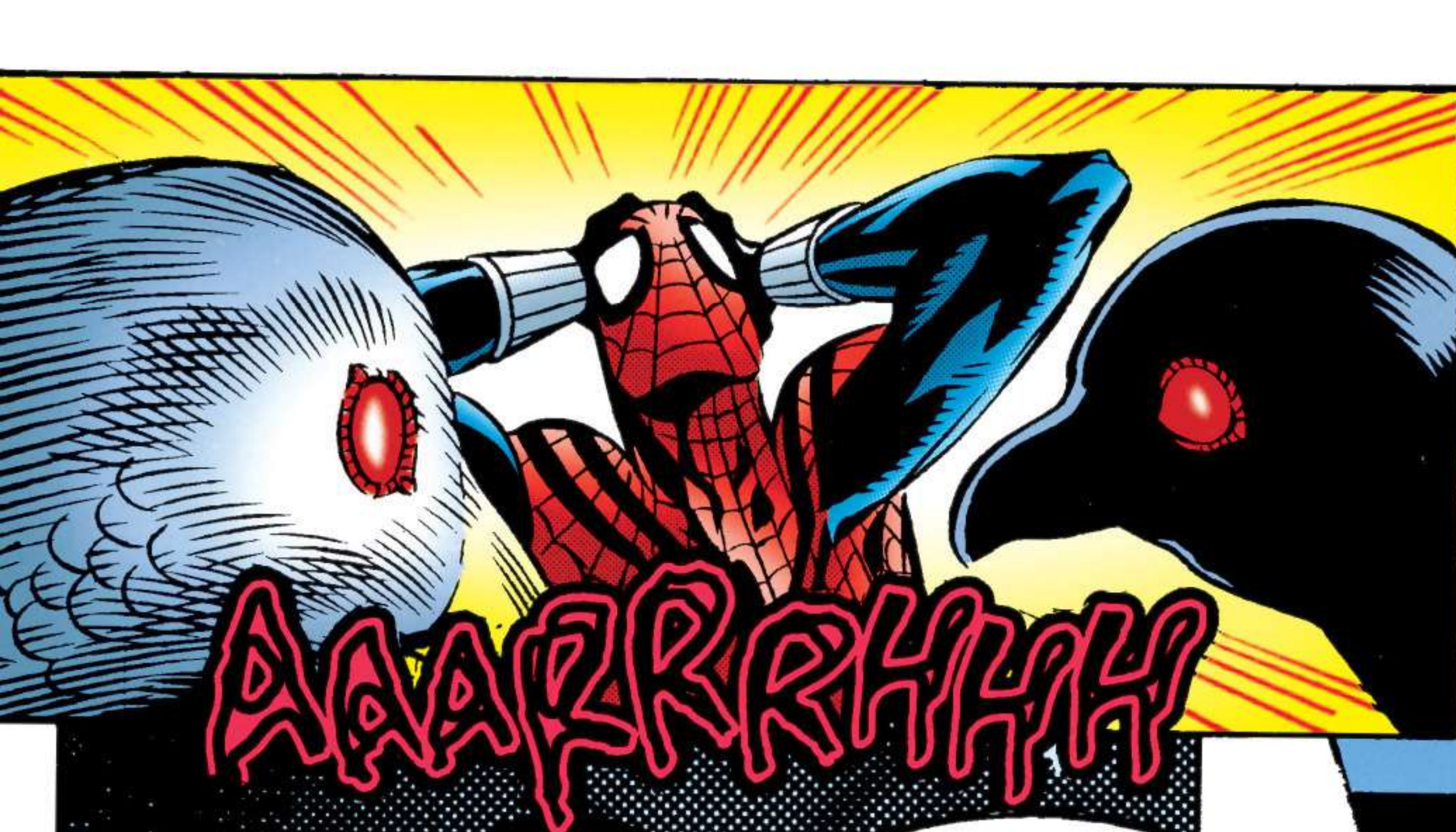
BOY,
YOU NEVER
APPRECIATE YOUR
REFLEXES UNTIL
YOU'VE LOST
THEM.

WELL--
THAT WAS
FUN.

WONDER
WHAT CAUSED MY
SPIDER-SENSE TO
REACT SO VIOLENTLY.
COULD IT BE SOMETHING
THAT THE JACKAL DID THAT
I'VE STILL GOT
PLANTED IN MY BRAIN
SOMEWHERE?

I CAN'T
THINK OF ANY
OTHER LOGICAL
EXPLANATION. AFTER
ALL, THE ONLY THINGS
AROUND ME AT THE
TIME THE PAIN
STARTED WERE
THOSE --

-- PIGEONS?!



AAAAARRHHH

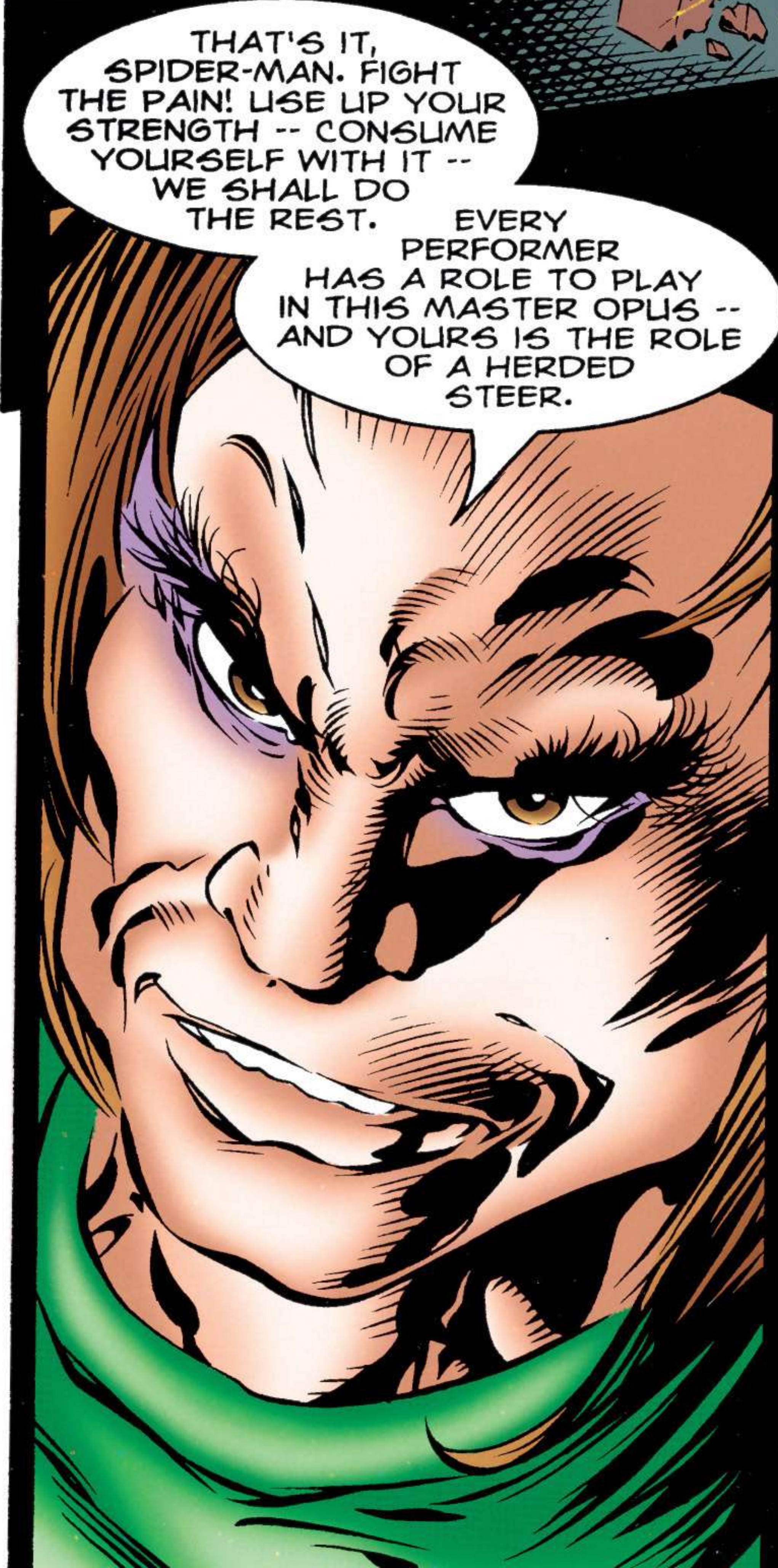


MY, MY.
THAT MUST
HAVE HURT MORE
THAN I THOUGHT
IT WOULD.

PERHAPS
I SHOULD HAVE
MODIFIED THE SIGNAL
A BIT LOWER
INITIALLY.

SOMETHING
TO THINK ABOUT,
I SUPPOSE.
LATER.

GET
OUTTA MY
HEAD! BLAST
YOU! GET
OUTTA MY
HEAD!



THAT'S IT,
SPIDER-MAN. FIGHT
THE PAIN! USE UP YOUR
STRENGTH -- CONSUME
YOURSELF WITH IT --
WE SHALL DO
THE REST.

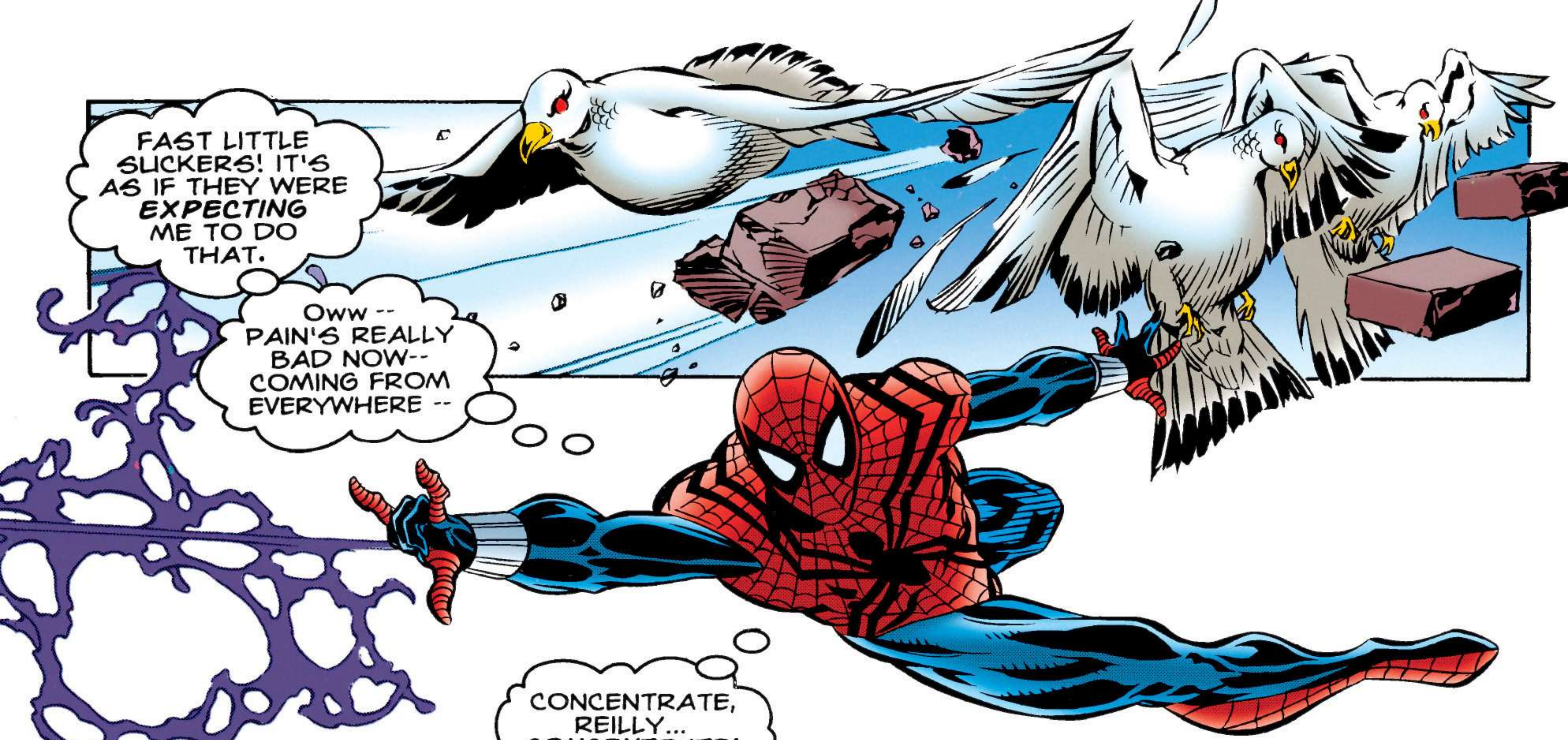
EVERY
PERFORMER
HAS A ROLE TO PLAY
IN THIS MASTER OPLAN --
AND YOURS IS THE ROLE
OF A HERDED
STEER.



WHATEVER'S
GOING ON, IT HAS
SOMETHING TO
DO WITH THOSE
BIRDS.

GOTTA
GET THEM OFF
MY TAIL.

YO!
BIRDIES!
IT'S FEEDING
TIME!



FAST LITTLE SLICKERS! IT'S AS IF THEY WERE EXPECTING ME TO DO THAT.

OWW -- PAIN'S REALLY BAD NOW-- COMING FROM EVERYWHERE --

CONCENTRATE, REILLY... CONCENTRATE!



BINGO! DODGING THE BRICKS DISORIENTED THOSE PIGEONS JUST LONG ENOUGH FOR ME TO GET A WEB UP AND SNARE THEM.

THERE, YA BLIZZARDS! GO AHEAD! REPORT ME TO THE ASPCA, WHY DON'T YA!

WHOO-- STUPID, REILLY, STUPID. THIS HEADACHE'S NOT BENEFITING FROM YOU YELLING LIKE THAT.

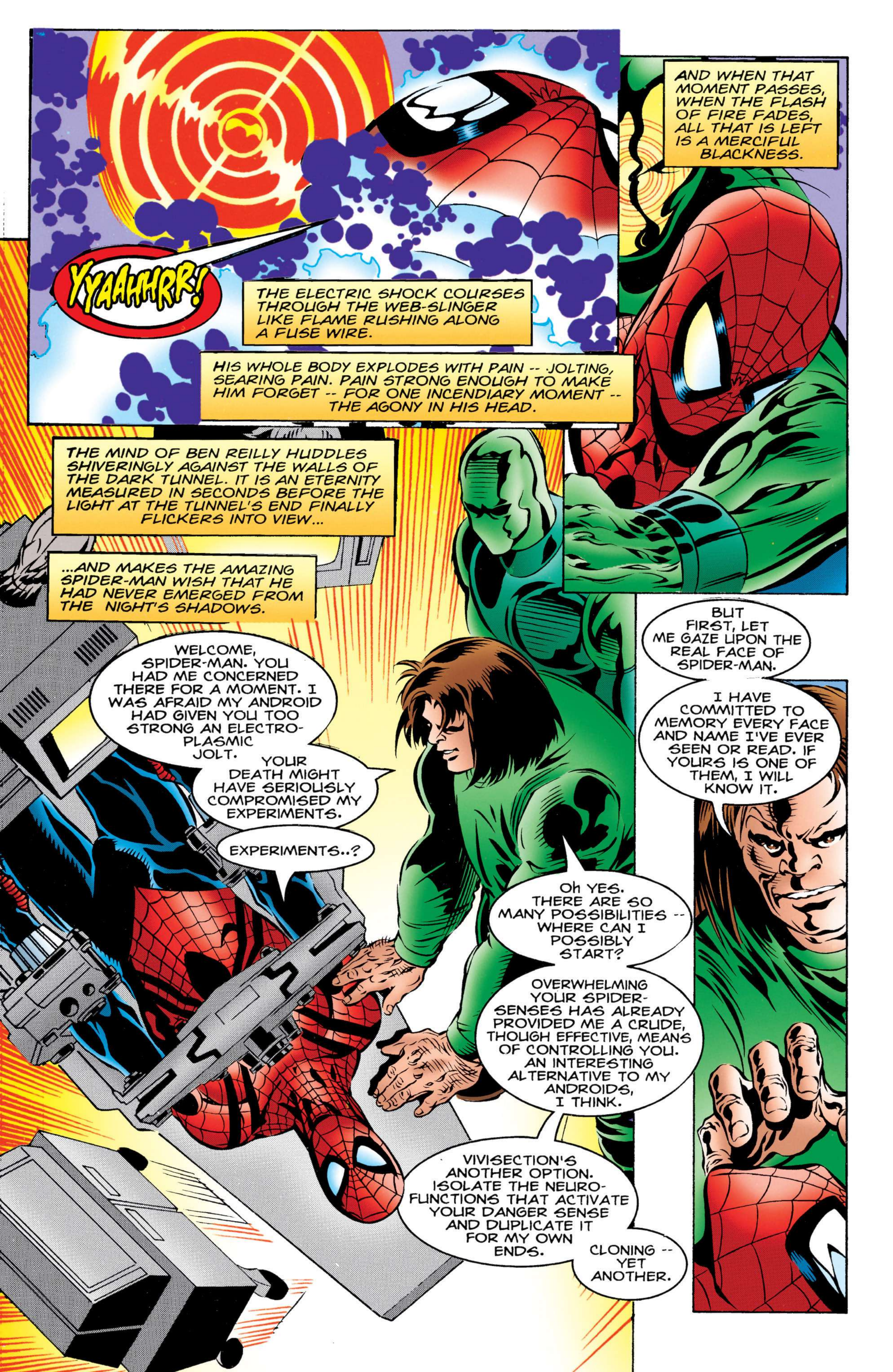


LIKE IT WAS GONNA PHYSICALLY RUSH UP AND--

-- GRAB ME?!



MAN, I'VE NEVER FELT ANYTHING LIKE THIS. THE PAIN FEELS ALMOST TANGIBLE.



AND WHEN THAT
MOMENT PASSES,
WHEN THE FLASH
OF FIRE FADES,
ALL THAT IS LEFT
IS A MERCIFUL
BLACKNESS.

YYAAHHRRK!

THE ELECTRIC SHOCK COURSES
THROUGH THE WEB-SLINGER
LIKE FLAME RUSHING ALONG
A FUSE WIRE.

HIS WHOLE BODY EXPLODES WITH PAIN -- JOLTING,
SEARING PAIN. PAIN STRONG ENOUGH TO MAKE
HIM FORGET -- FOR ONE INCENDIARY MOMENT --
THE AGONY IN HIS HEAD.

THE MIND OF BEN REILLY HUDDLES
SHIVERINGLY AGAINST THE WALLS OF
THE DARK TUNNEL. IT IS AN ETERNITY
MEASURED IN SECONDS BEFORE THE
LIGHT AT THE TUNNEL'S END FINALLY
FLICKERS INTO VIEW...

...AND MAKES THE AMAZING
SPIDER-MAN WISH THAT HE
HAD NEVER EMERGED FROM
THE NIGHT'S SHADOWS.

WELCOME,
SPIDER-MAN. YOU
HAD ME CONCERNED
THERE FOR A MOMENT. I
WAS AFRAID MY ANDROID
HAD GIVEN YOU TOO
STRONG AN ELECTRO-
PLASMIC
JOLT.

YOUR
DEATH MIGHT
HAVE SERIOUSLY
COMPROMISED MY
EXPERIMENTS.

EXPERIMENTS..?

BUT
FIRST, LET
ME GAZE UPON THE
REAL FACE OF
SPIDER-MAN.

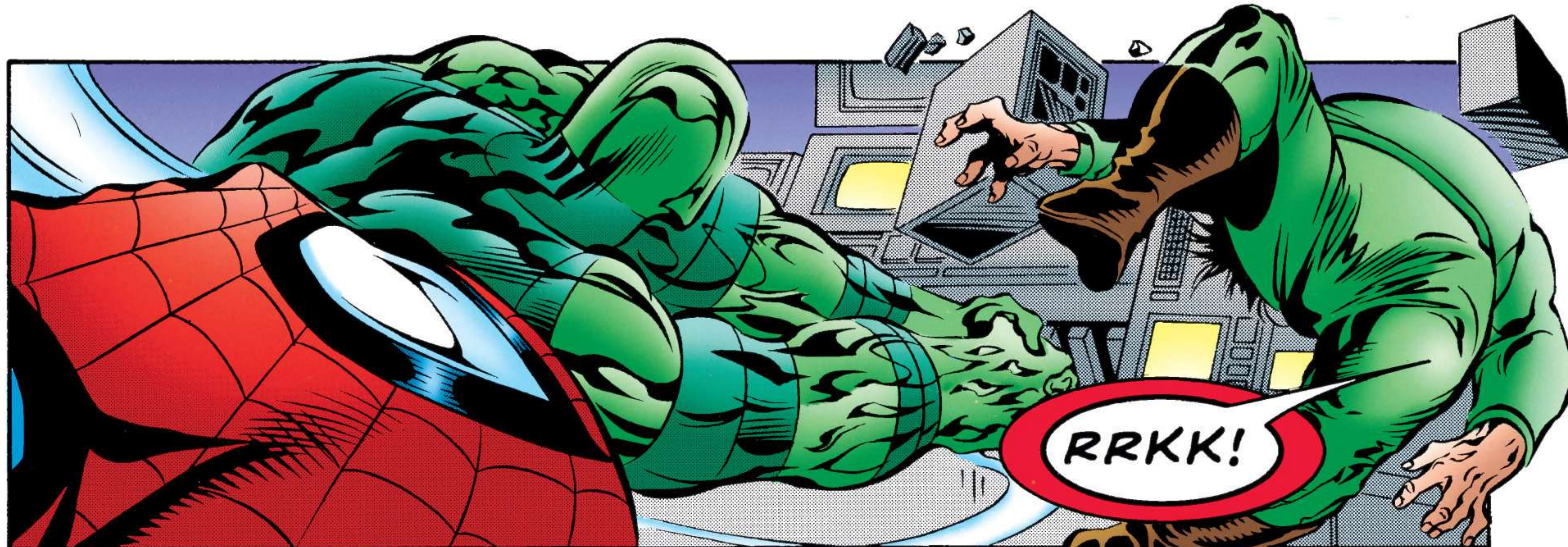
I HAVE
COMMITTED TO
MEMORY EVERY FACE
AND NAME I'VE EVER
SEEN OR READ. IF
YOURS IS ONE OF
THEM, I WILL
KNOW IT.

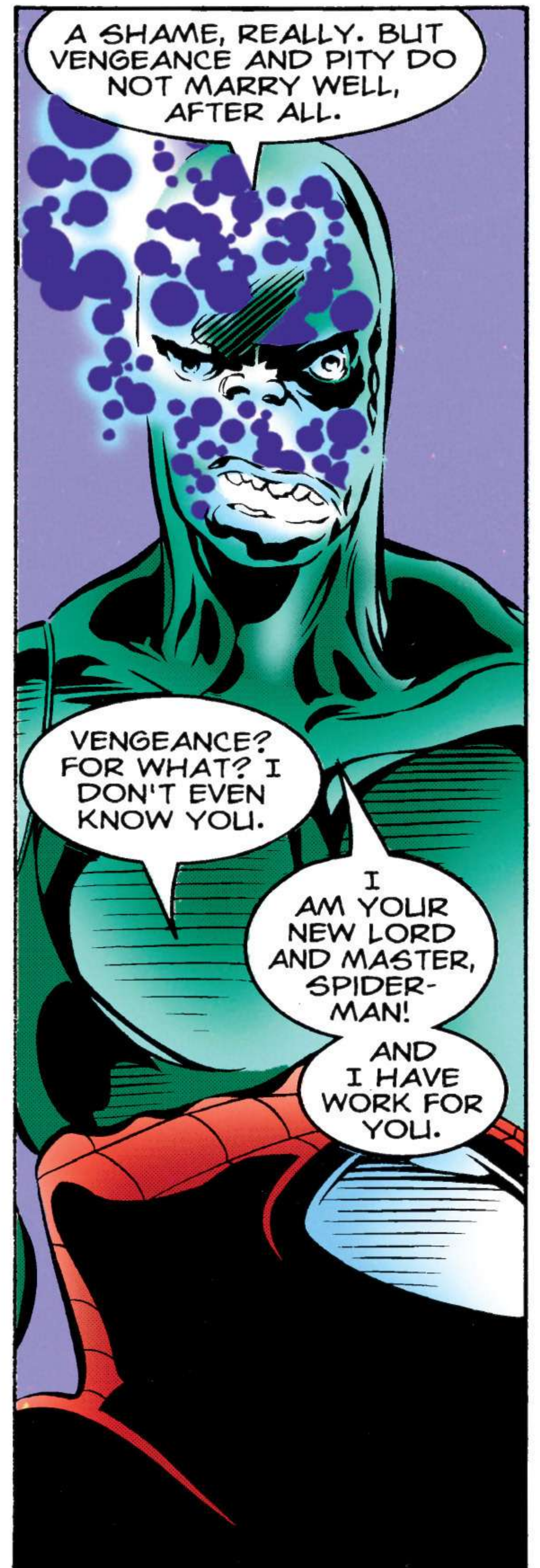
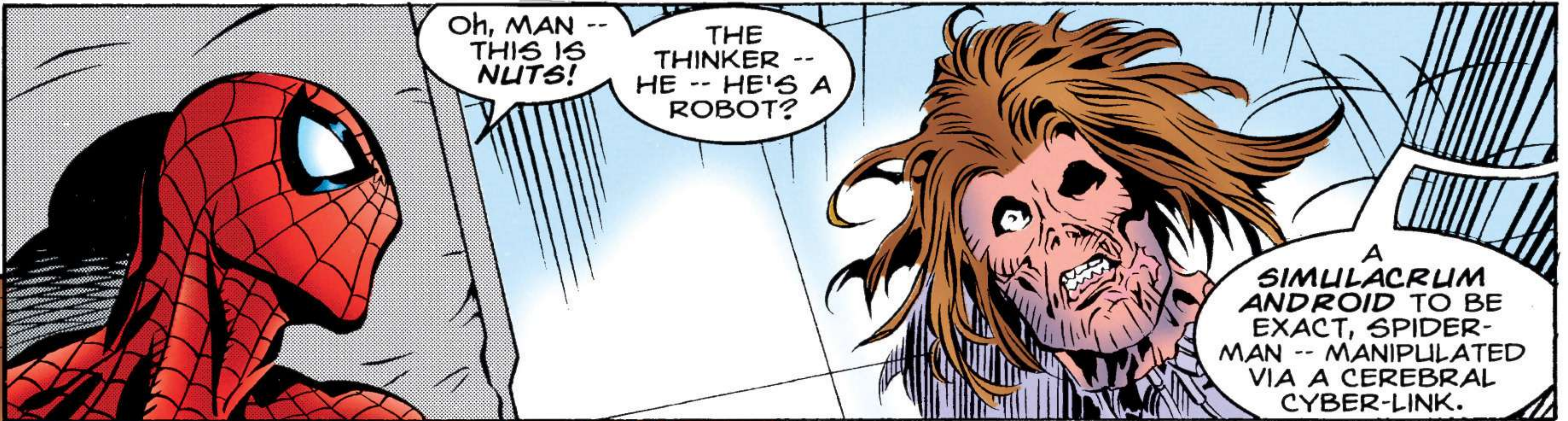
Oh YES.
THERE ARE SO
MANY POSSIBILITIES --
WHERE CAN I
POSSIBLY
START?

OVERWHELMING
YOUR SPIDER-
SENSES HAS ALREADY
PROVIDED ME A CRUDE,
THOUGH EFFECTIVE, MEANS
OF CONTROLLING YOU.
AN INTERESTING
ALTERNATIVE TO MY
ANDROIDS,
I THINK.

VIVISECTION'S
ANOTHER OPTION.
ISOLATE THE NEURO-
FUNCTIONS THAT ACTIVATE
YOUR DANGER SENSE
AND DUPLICATE IT
FOR MY OWN
ENDS.

CLONING --
YET
ANOTHER.





YOSEMITE VALLEY,
CALIFORNIA.

IT TRULY
ASTOUNDS ME
THAT, EVEN AFTER
VISITING SO MANY OTHER
WORLDS, HOW FEW ARE
AS MAGNIFICENT AS
THIS PLANET
EARTH.

PARTICULARLY
THESE NATURAL
WONDERS -- SO MAJESTIC
IN THEIR PURITY. RIVALING
EVEN THE GOLDEN WILD-
WOODS OF MY BELOVED
ZENN-LA.

BUT
I'M DAUWLING.
THERE IS TIME APLENTY
FOR THE SMELLING
OF ROSES
LATER.

RIGHT
NOW I MUST
GET TO THE CITY THEY
CALL SAN FRANCISCO
BEFORE THE SUN
SETS THERE IN THE
EASTERN SKY.

IF ONLY
THE TERRANS
TRULY APPRECIATED
JUST HOW
FORTUNATE
THEY ARE.

WAIT --
THE SUN SETS
IN THE WEST IN THIS
REGION OF EARTH.
THEN, WHAT IS
THAT STRANGE
LIGHT --?

AARRHH!

WHA --?!
SPIDER-
MAN?!

SPIDER-MAN VS. THE SILVER SURFER.

THAT'S WHY SO MUCH OF THIS AMBUSH'S SUCCESS WAS RIDING ON THE ELEMENT OF SURPRISE.

THAT'S WHY THE ATTACK HAD TO HAPPEN HERE -- AMONG THE TOWERING CALIFORNIA REDWOODS -- WHERE THERE WOULD BE LITTLE ROOM FOR MANEUVERING.

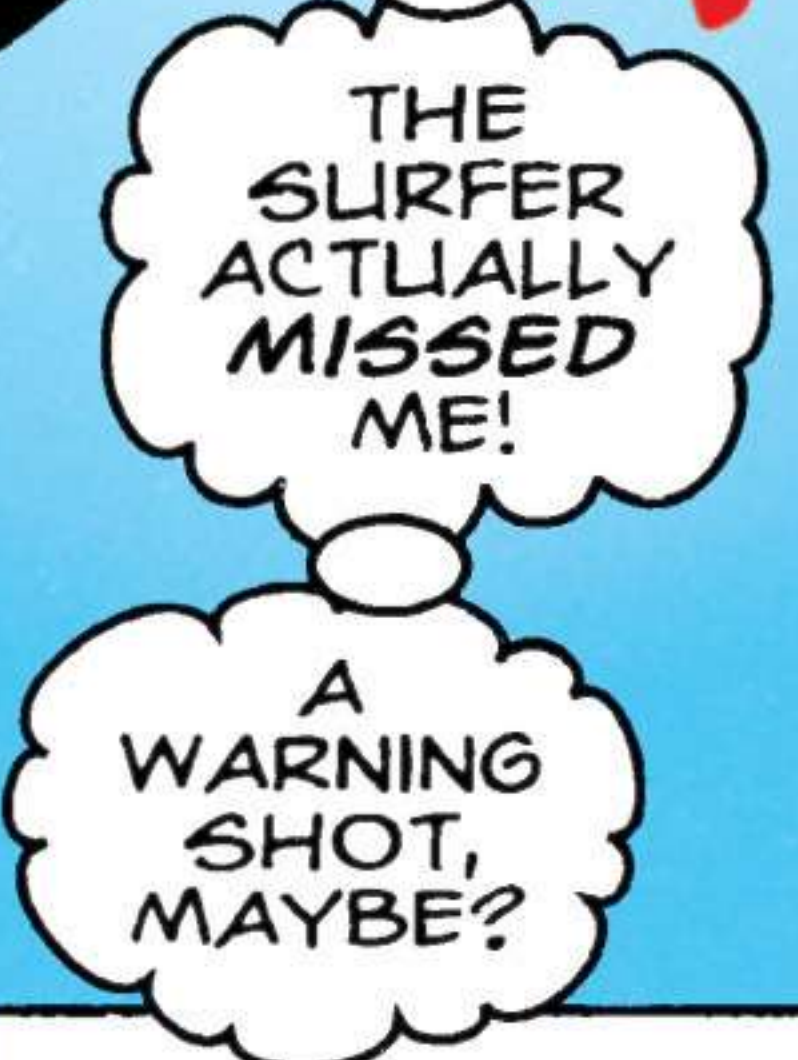
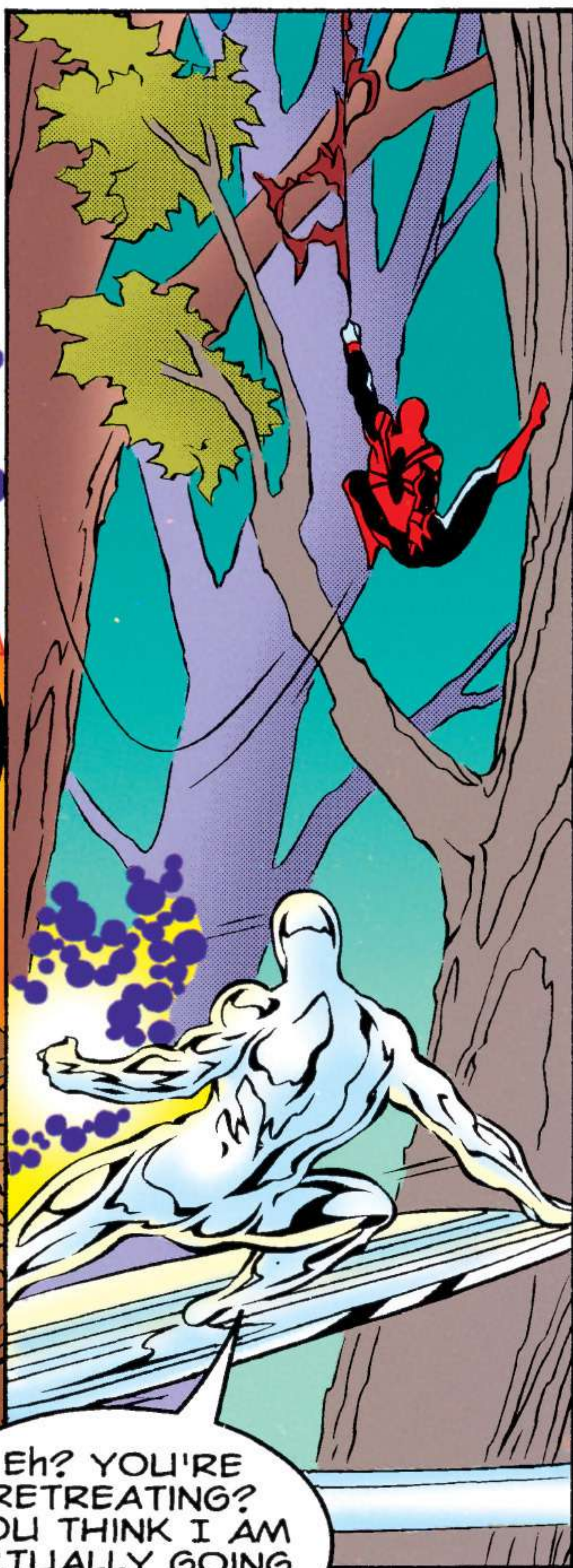
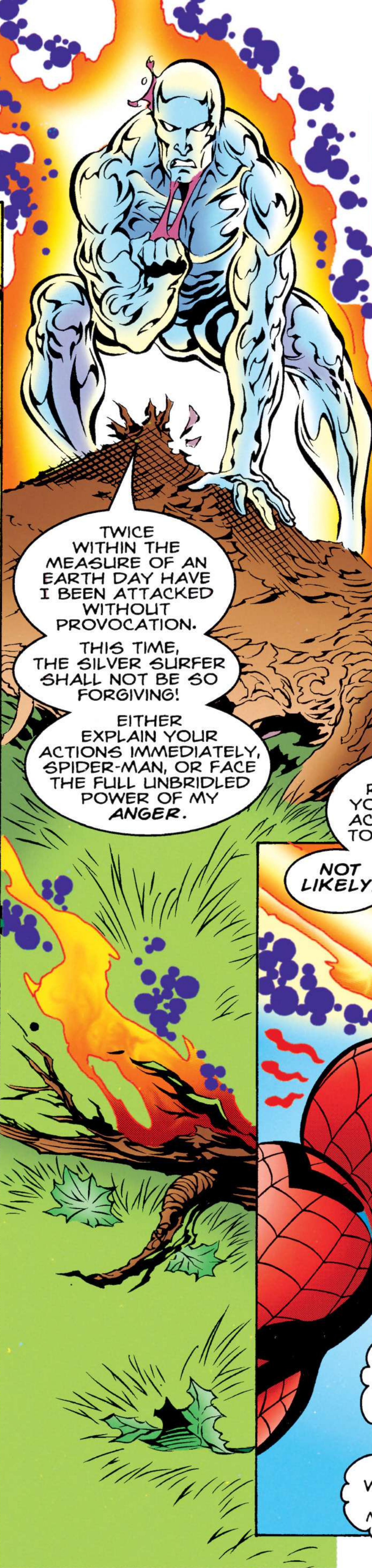
EVEN TO BEN REILLY, THE MATCHUP SOUNDS ABSURDLY LOPSIDED.

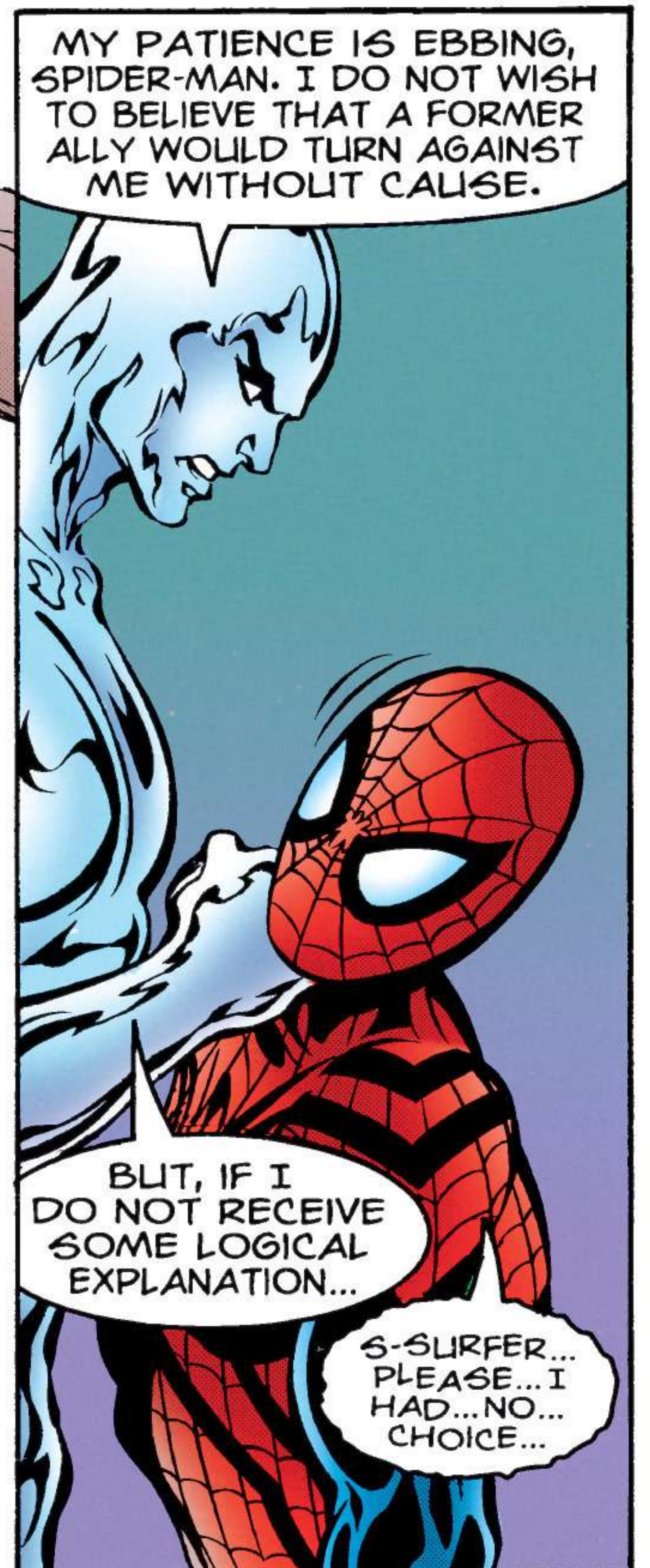
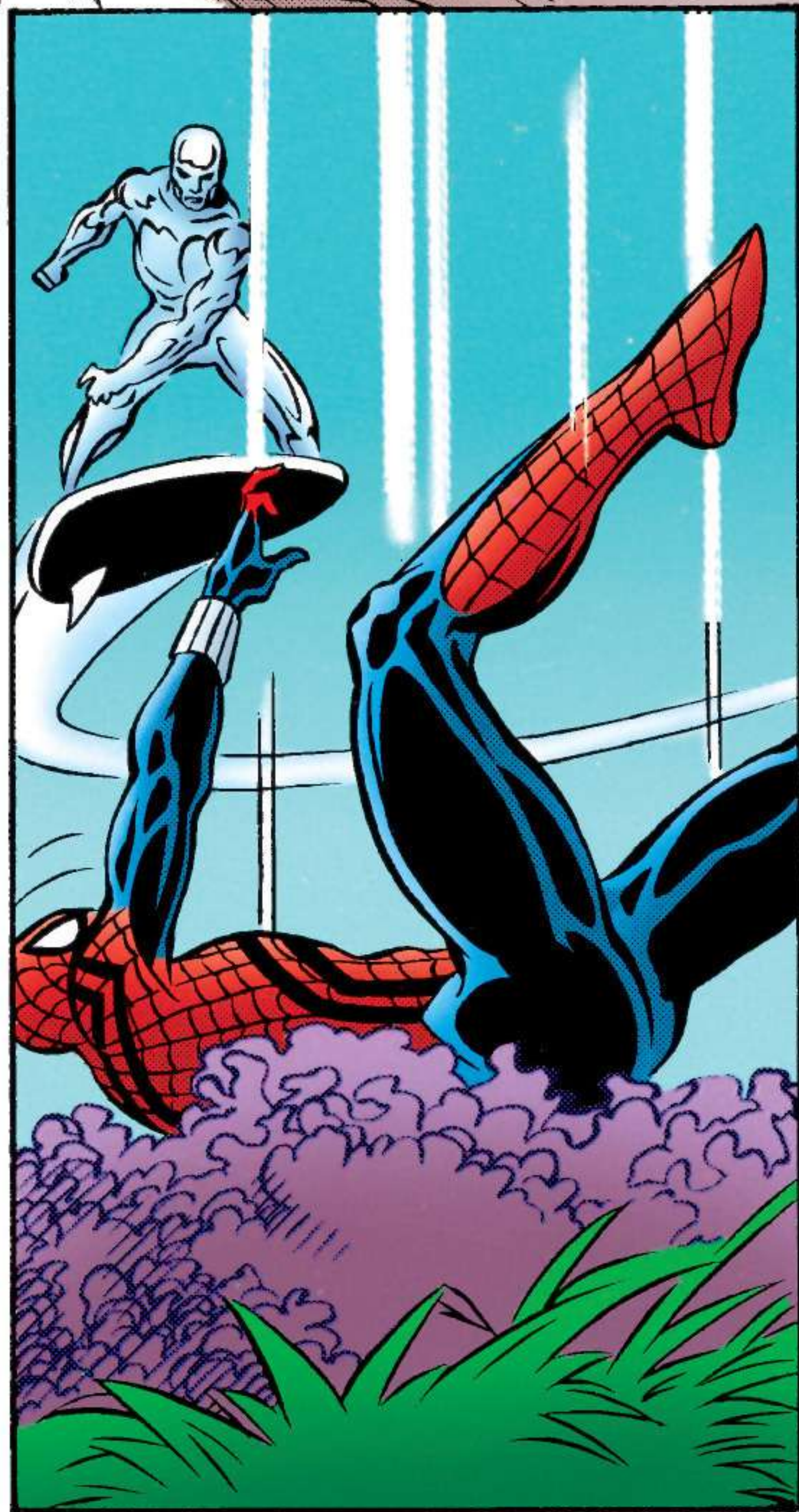
I-I CAN'T BELIEVE IT WORKED.

Oh, LORD WHAT HAVE I DONE?

I'M SORRY, SURFER... I-I JUST COULDN'T... HELP MYSELF...

...THE PAIN...





...THE PAIN... I-I DIDN'T WANT TO...

...RUN... GET AWAY... NOW... IT'S... AN AMBUSH...

THE STRAINED VOICE OF BEN REILLY STRUGGLES MIGHTILY THROUGH THE JUNGLE OF PAIN. THE WARNING TAKES EVERY OUNCE OF WILL POWER HE POSSESSES.

IT IS A NOBLE EFFORT.

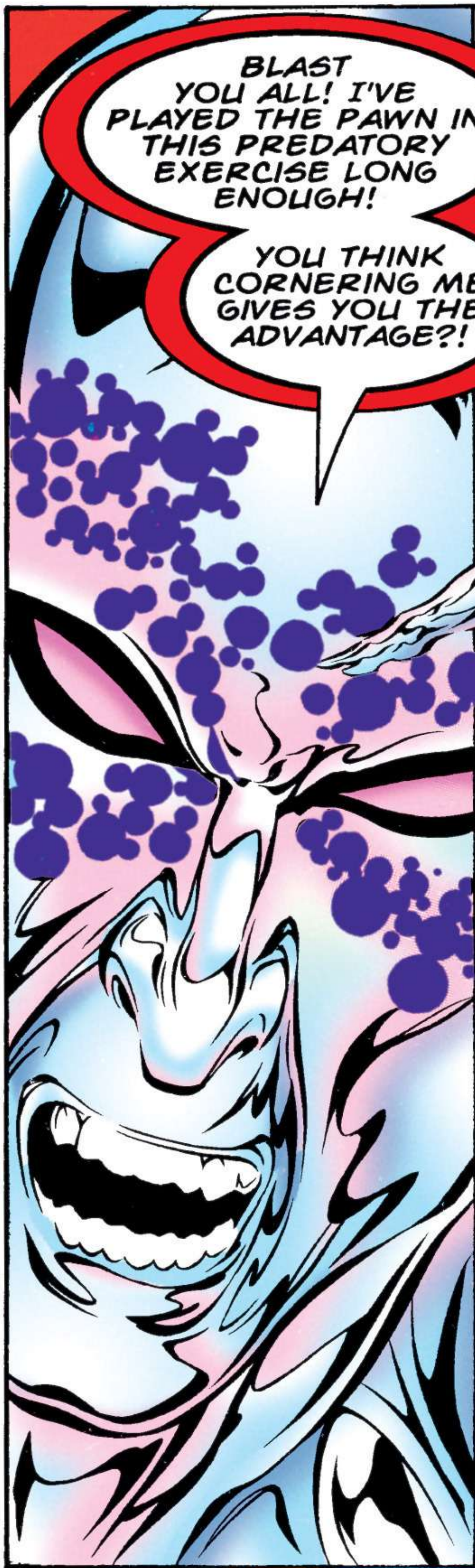
TOO LATE BY FAR.

UNDER SUCH A SUDDEN BOMBARDMENT, THERE IS NO TIME TO BUILD UP A DEFENSE.

IT IS ALSO, ALAS, TOO LATE.

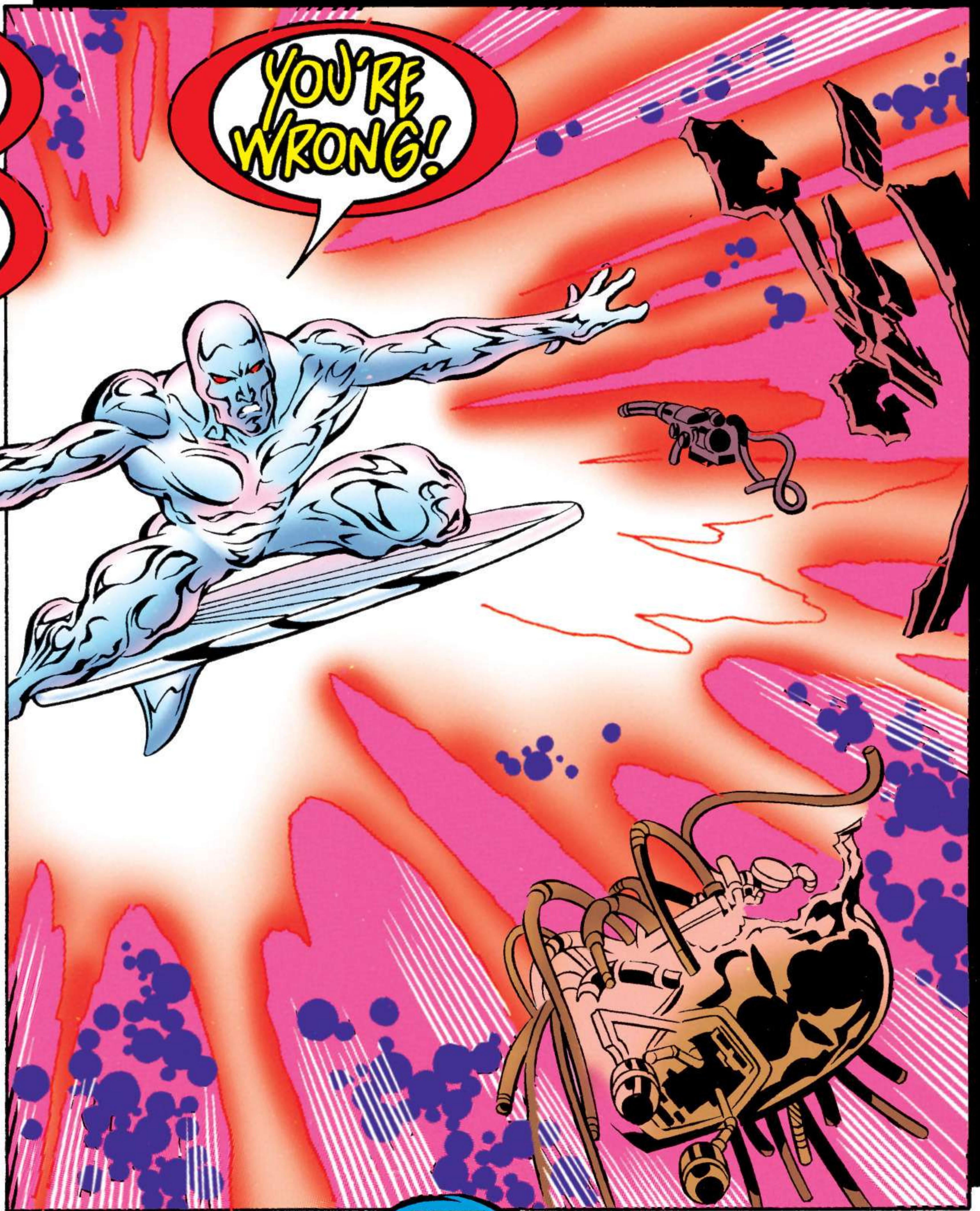
THE ONLY OPTION IN SUCH A SITUATION IS TO RETREAT -- TO GET AWAY JUST LONG ENOUGH TO MOUNT A COUNTERATTACK.

IT'S ALSO AN OPTION ALL TOO EASILY FORESEEN.



BLAST
YOU ALL! I'VE
PLAYED THE PAWN IN
THIS PREDATORY
EXERCISE LONG
ENOUGH!

YOU THINK
CORNERING ME
GIVES YOU THE
ADVANTAGE?!

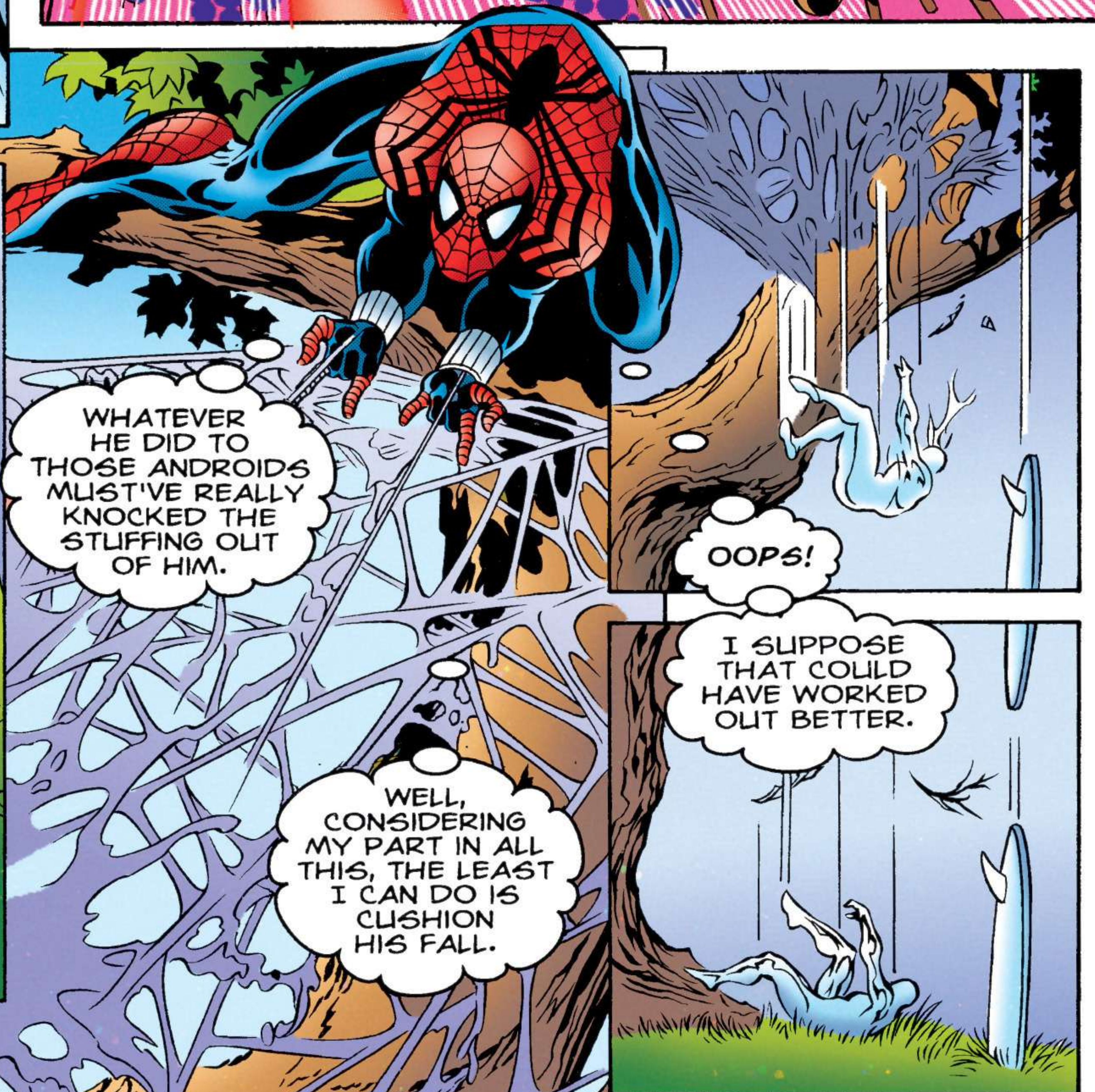


YOU'RE
WRONG!



MY HEAD-- THE
PAIN'S GONE
WHAT--?

HOLY COW!
THE SURFER'S
FALLING LIKE
A BRICK!

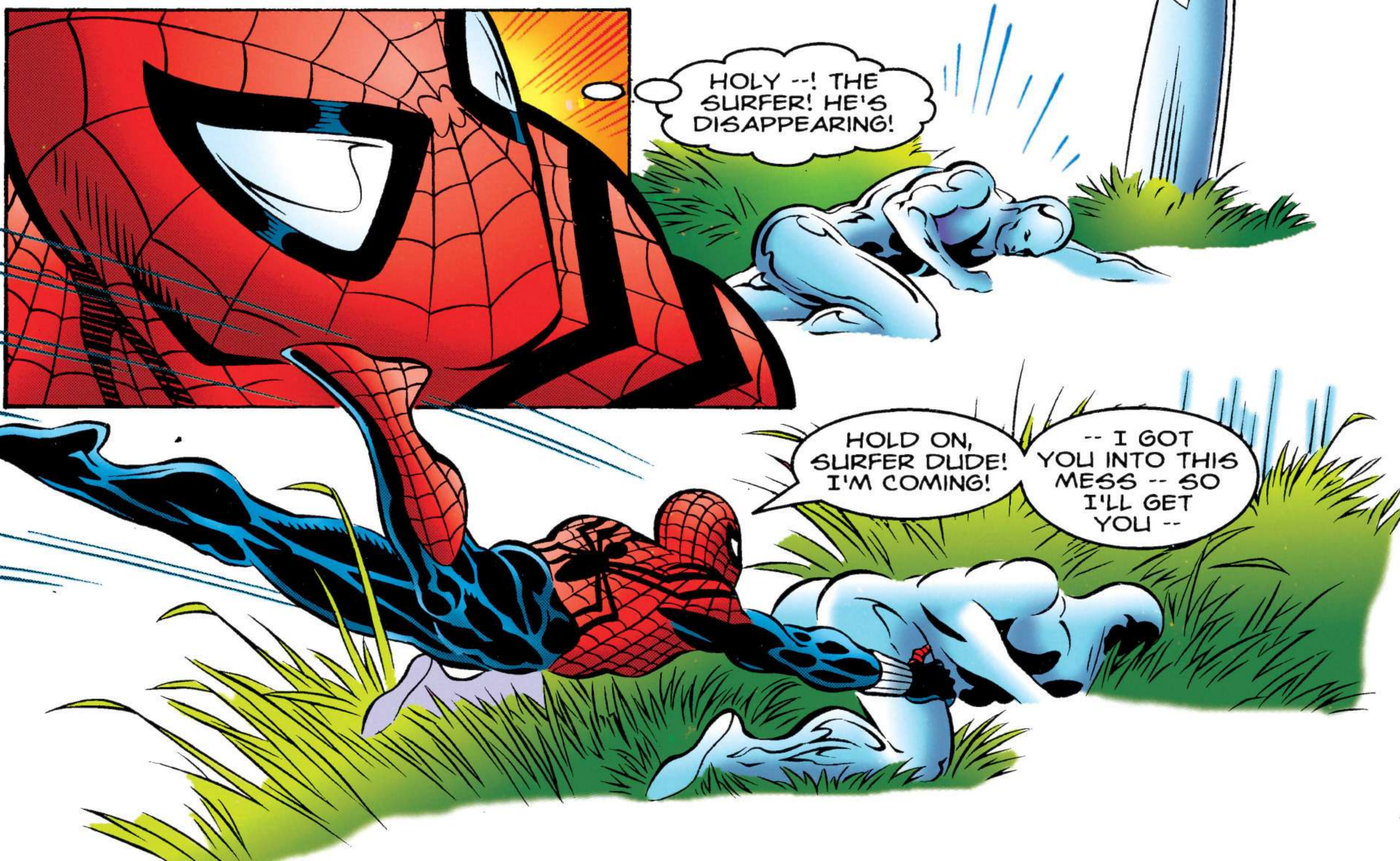
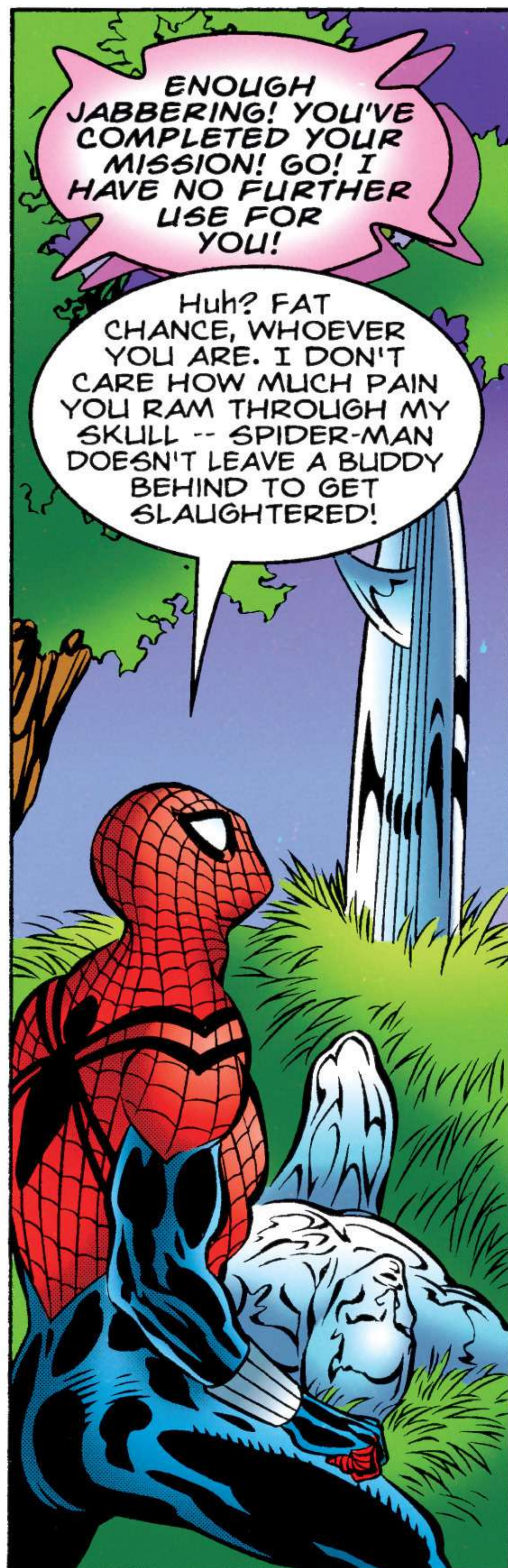
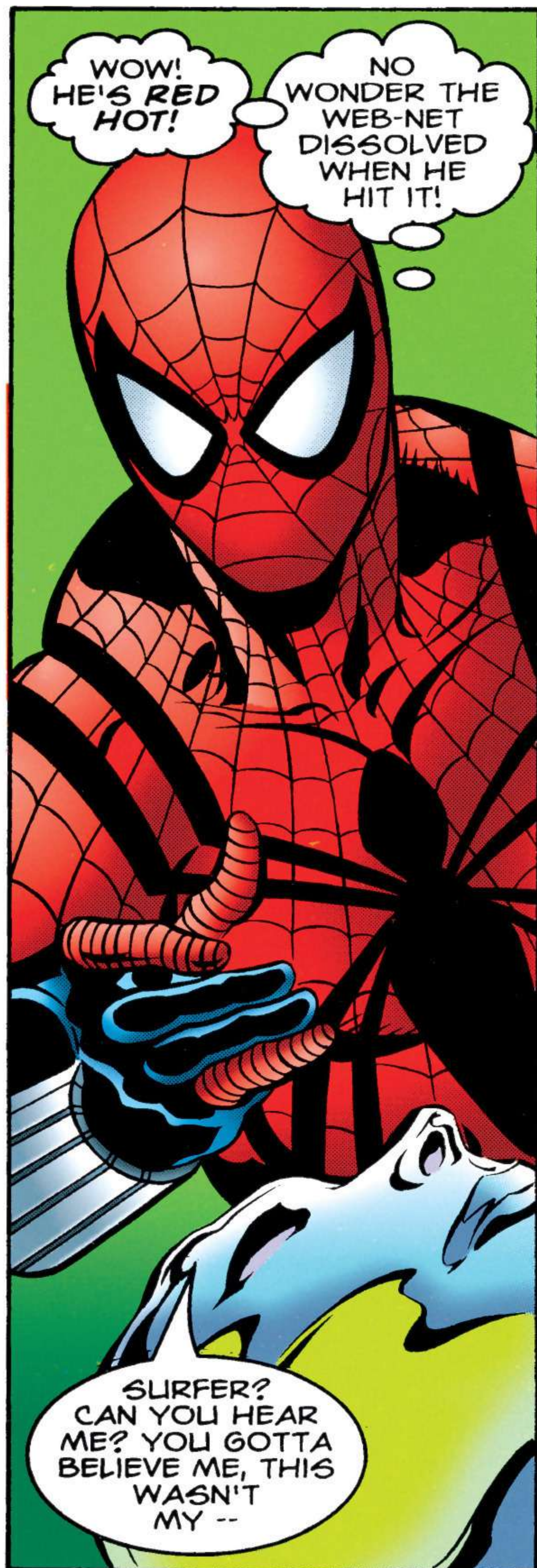


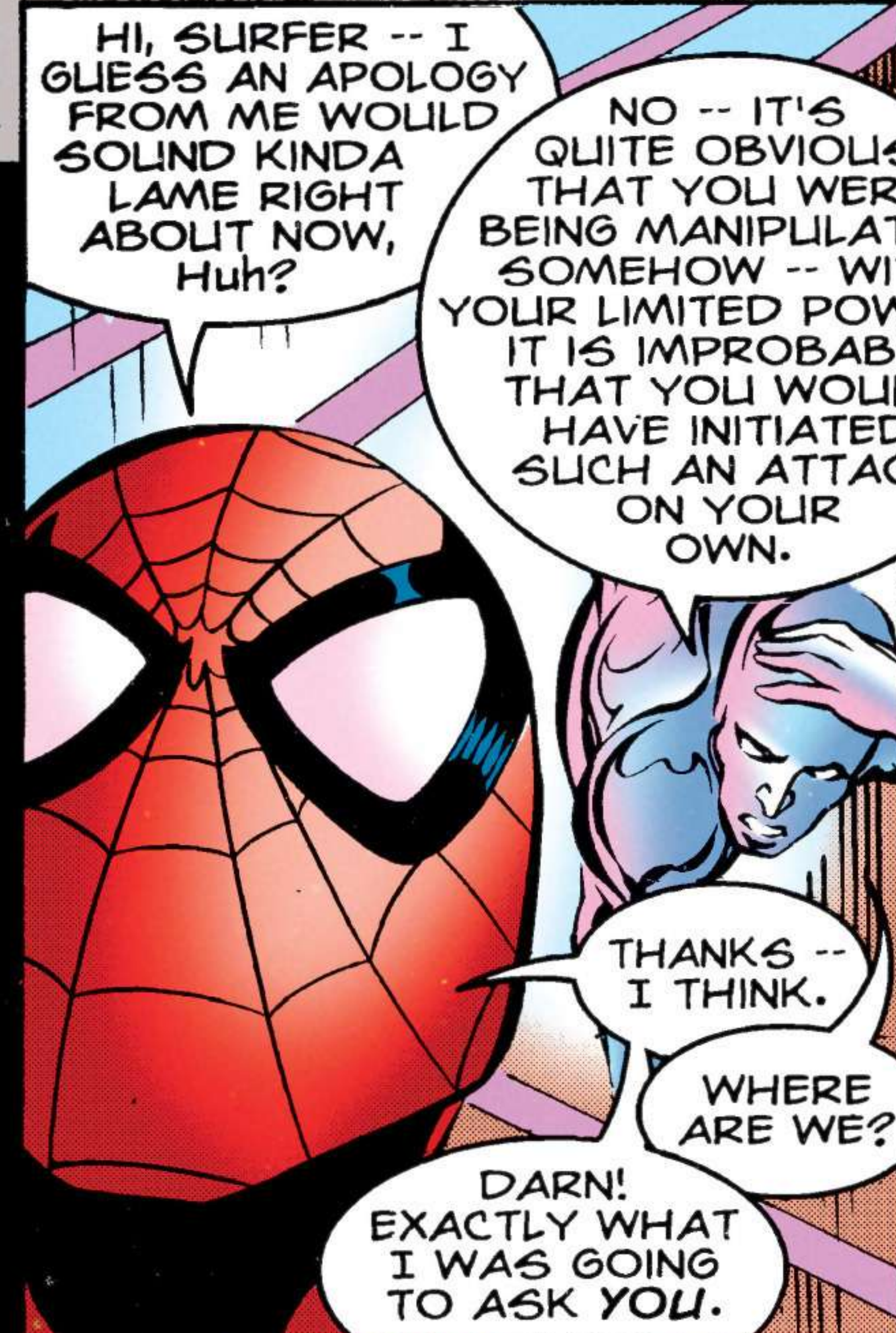
WHATEVER
HE DID TO
THOSE ANDROIDS
MUST'VE REALLY
KNOCKED THE
STUFFING OUT
OF HIM.

WELL,
CONSIDERING
MY PART IN ALL
THIS, THE LEAST
I CAN DO IS
CUSHION
HIS FALL.

OOPS!

I SUPPOSE
THAT COULD
HAVE WORKED
OUT BETTER.





HI, SLURF -- I GUESS AN APOLOGY FROM ME WOULD SOUND KINDA LAME RIGHT ABOUT NOW, HUH?

NO -- IT'S QUITE OBVIOUS THAT YOU WERE BEING MANIPULATED SOMEHOW -- WITH YOUR LIMITED POWERS IT IS IMPROBABLE THAT YOU WOULD HAVE INITIATED SUCH AN ATTACK ON YOUR OWN.

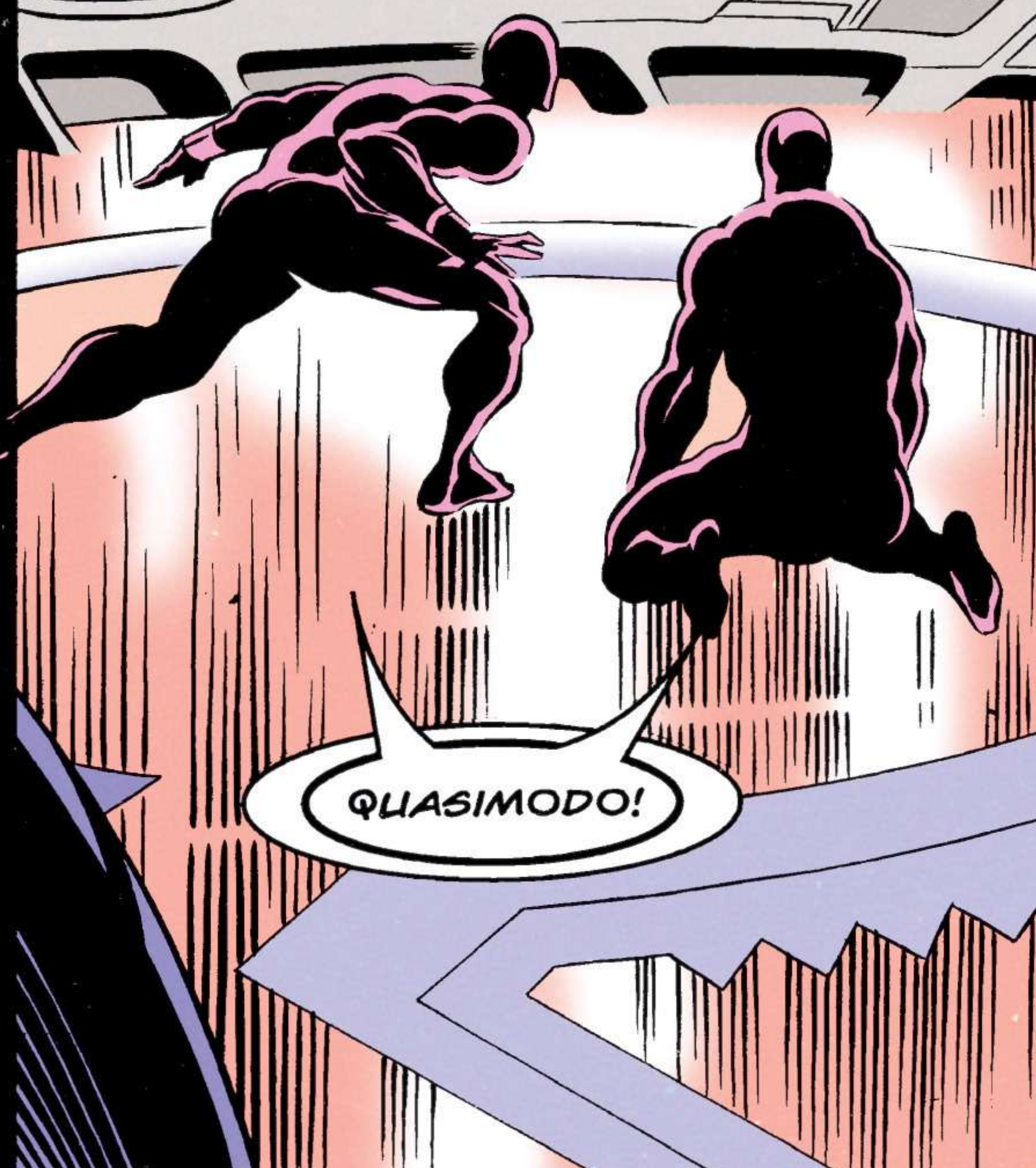
THANKS -- I THINK.

WHERE ARE WE?

DARN! EXACTLY WHAT I WAS GOING TO ASK YOU.

YOU'RE IN MY WORLD IS WHERE YOU ARE! IT HAS BEEN MANY A DAY I HAVE WAITED FOR THIS MEETING.

NOW THE CIRCLE CLOSES UPON ITSELF AND VENGEANCE WILL BE MINE AT LAST!



QUASIMODO!

--OUT?!

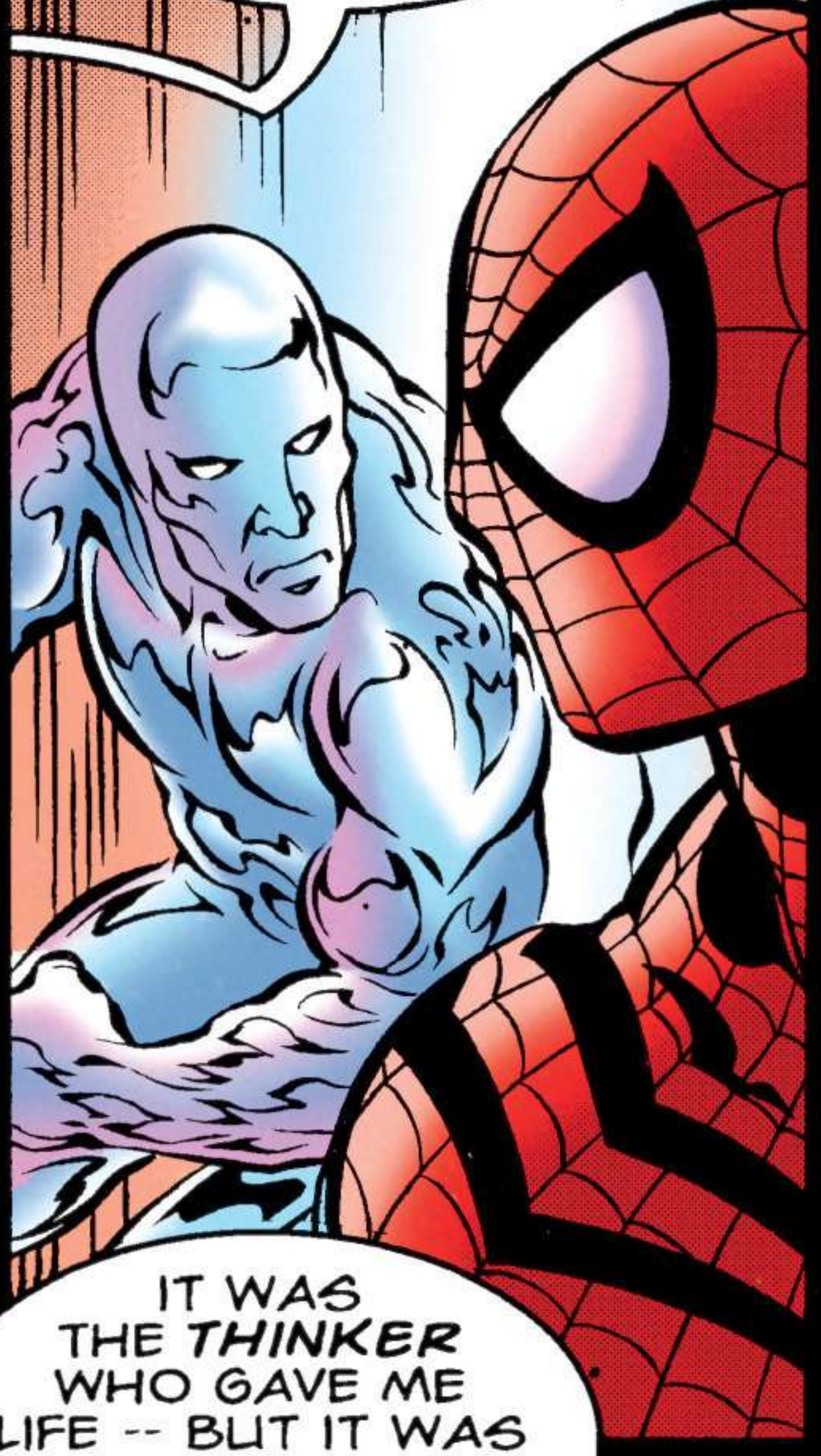
YOIKS! GUESS WHAT, BEN? YOUR MOUTH MAY HAVE WRITTEN OUT A CHECK YOUR BODY CAN'T CASH!

... SPIDER-MAN...



HOLD ON THERE, SLURF -- YOU KNOW THIS GUY, TOO?

OF COURSE HE KNOWS ME, DOLT! DO YOU THINK I WOULD EXPEND SO MUCH EFFORT TO ENSNARE A STRANGER?!



IT WAS THE *THINKER* WHO GAVE ME LIFE -- BUT IT WAS THE SILVER SLURF WHO GAVE ME *MOBILITY*.

WHEN FIRST I WALKED AMONG MEN IT WAS IN THE HUMANOID BODY THAT *HE* CREATED FOR ME!



"IS THAT A FACT? WELL, PRETTY-BOY, YOU SURE HAVE A MIGHTY ODD WAY OF EXPRESSING *GRATITUDE*!"

*IN FANTASTIC FOUR ANNUAL #5 - Tom

"GRATITUDE?! FOR WHAT? FOR GRANTING MY WISH, ONLY TO TAKE IT BACK?! DO YOU KNOW HOW LONG IT HAS BEEN SINCE I LAST WALKED IN HUMANOID FORM?"

"FOR TOO MANY YEARS, MY ELECTRONIC ESSENCE WANDERED THROUGH WHOLE GALAXIES, SEARCHING FOR A HOST SYSTEM TO OCCUPY."

"EVEN WITH ALL MY ADVANCED INTEGRATION PROGRAMS, IT TOOK QUITE SOME TIME TO ENCODE THE ARK'S LABYRINTHINE SYSTEMS CONTROL HIERARCHY INTO MY CYBER-SYNAPTIC NETWORK."

"THE FIRST KEYWORD THAT I ASSIMILATED WAS THE NAME OF THE SHIP'S CREATOR -- **THANOS OF TITAN.**"

"WHAT AN ARTIST HE WAS."

"IT WAS ONLY BY HAPPENSTANCE THAT I CAME UPON THIS MIGHTY STARSHIP, CODENAMED **SANCTUARY II.**"

"MY MERGENCE PROGRAM WAS STILL PROCESSING WHEN MEMBERS OF THE AVENGERS INVADDED THE ARK AS THEY BATTLED SOME MINIONS OF A FEMALE NAMED **NEBULA.**"

"THOSE BATTLING FOOLS ALMOST RUINED EVERYTHING."

IN AVENGERS
#260 - Mnemonic
Tom

UTILIZING THE ARK'S HOLOGRAPHICS PROGRAM, I SIMULATED IT'S DESTRUCTION AND TRANSPORTED IT BACK TO MY HOME SYSTEM TO ASSURE COMPLETION OF THE INTEGRATION PROCESS WITHOUT FURTHER INTERRUPTIONS.

ONCE COMPLETED, I FOUND THAT I NOW POSSESSED A TECHNOLOGY HERETOFORE UNAVAILABLE TO ME --

-- THE CAPABILITY TO DOWNLOAD MY ELECTRONIC ESSENCE INTO A NON-ARTIFICIAL HOST! I CAN BE HUMANOID AGAIN -- IN THE SILVER SURFER'S BODY!

Oh, YEAH? OVER MY DEAD BODY, POPEYE!



FOOL!
YOUR OFFER IS
NOT EVEN WORTH
CONSIDERING!

YOW!

SMART,
SPIDEY --
REAL SMART. NOW
YOU'RE LOCKED OUT
AND THE SILVER
SLURFER'S ALL
ALONE WITH THAT
MONSTER.

THERE'S
GOTTA BE
SOME WAY
TO GET BACK
IN --



HOLY --
THAT POCKMARKED
PAC-MAN WASN'T
KIDDING -- WE'RE
ACTUALLY OUT IN
SPACE!



Oh, MAN -- I DON'T KNOW
IF I'M READY FOR THIS! I'M
A WALL-CRAWLER, NOT A
MOON-WALKER!

I'M WAY
OUT OF MY
LEAGUE
HERE!



EASY THERE, BENNY-BOY.
YOU GOTTA KEEP YOUR
HEAD. YOU'RE NO GOOD
TO THE SLURFER IF YOU
FREAK OUT.

THINK,
MAN!
THINK!

WHAT
WOULD WILL
ROBINSON
DO?

HOW INCREDIBLY FORTUITOUS, SILVER SURFER, THAT I ACTUALLY FOUND A FILE ON YOU IN THIS COMPUTER SYSTEM.

CROSS-FILEING THOSE RECORDS WITH THE ENERGY MATRIX IMPRINT THAT I GLEANED FROM YOU WHEN YOU FIRST TRANSFORMED ME, I CALCULATED JUST THE RIGHT NEUTRALIZATION FREQUENCY BY WHICH THE THINKER'S ANDROIDS COULD DEFEAT YOU.

MY FORMER MASTER HAS PAID THE PRICE FOR ABANDONING ME ALL THOSE YEARS AGO. NOW IT IS YOUR TURN.

ONCE DONE, I WILL BE ABLE TO FINALLY COMPLETE MY PRIMARY FUNCTION AS A **QUASI-MOTIVATIONAL DESTRUCT** ORGAN--

-- WITH THE COSMIC POWER OF THE SILVER SURFER AS MY MEANS OF ANNIHILATION!

WHAT?!

THAT'S WHAT I'VE ALWAYS LIKED ABOUT YOU SUPER-VILLAIN TYPES --

-- YA JUST DON'T LIKE KILLIN' SOMEONE WITHOUT FIRST BLOWING A LOTTA BALLOON JUICE ABOUT IT!

NOT THAT WE HERO-TYPES DON'T APPRECIATE IT, MIND YOU.

IN FACT-- WE COUNT ON IT!

NOOOO!

YO, SURFER! SNAP OUT OF IT! IF I'M ANY JUDGE OF BIG LIGIES, SMASHING HIS SCREEN AIN'T GONNA STOP THAT QUASIMODO CREEP FOR LONG!

C'MON, CHROME-DOME -- DON'T GIVE UP THE SHIP!

ATTA BOY, SURF! YOU CAN DO IT! **FIGHT!**

FIGHT!



YES!

DIE!

ATT A BOY!
NOW YOU AND
LON CHANEY CAN
SETTLE YOUR
DIFFERENCES
BETWEEN
YOURSELVES --

-- JUST
GIVE ME A
LITTLE TIME TO
FIND SOME
COVER --

-- WELL,
SO MUCH FOR
THAT IDEA.



HEY
SURFER! I
KNOW WHY I'M
RUNNING -- BUT I
THOUGHT YOU WERE
GONNA **BLAST** THAT
BOOB IN THE
TUBE.

SPIDER-
MAN --
THIS IS
THANOS'S
SHIP!

YOU'VE
BATTLED THANOS
ENOUGH TIMES TO KNOW
THAT IF QUASIMODO HAS
HARNESSED THIS ARK'S
POWER, AN UNCOORDINATED
FRONTAL ATTACK WOULD
BE SUICIDAL!

YEAH...
RIGHT...
I KNEW
THAT...

GOOD LORD --
WHAT KIND OF
ADVENTURES WAS
SPIDER-MAN HAVING
WHILE I WAS
AWAY?

IT'S LIKE
QUASIMODO'S
GOT A HUNDRED
EYES TO BLAST
US WITH!



WAIT A
MINUTE --
THAT'S
IT!

SURFER!
BLAST THE
COMPUTER MONITORS --
ALL OF THEM -- EVEN THE
ONES QUASIMODO'S
NOT APPEARING
IN!

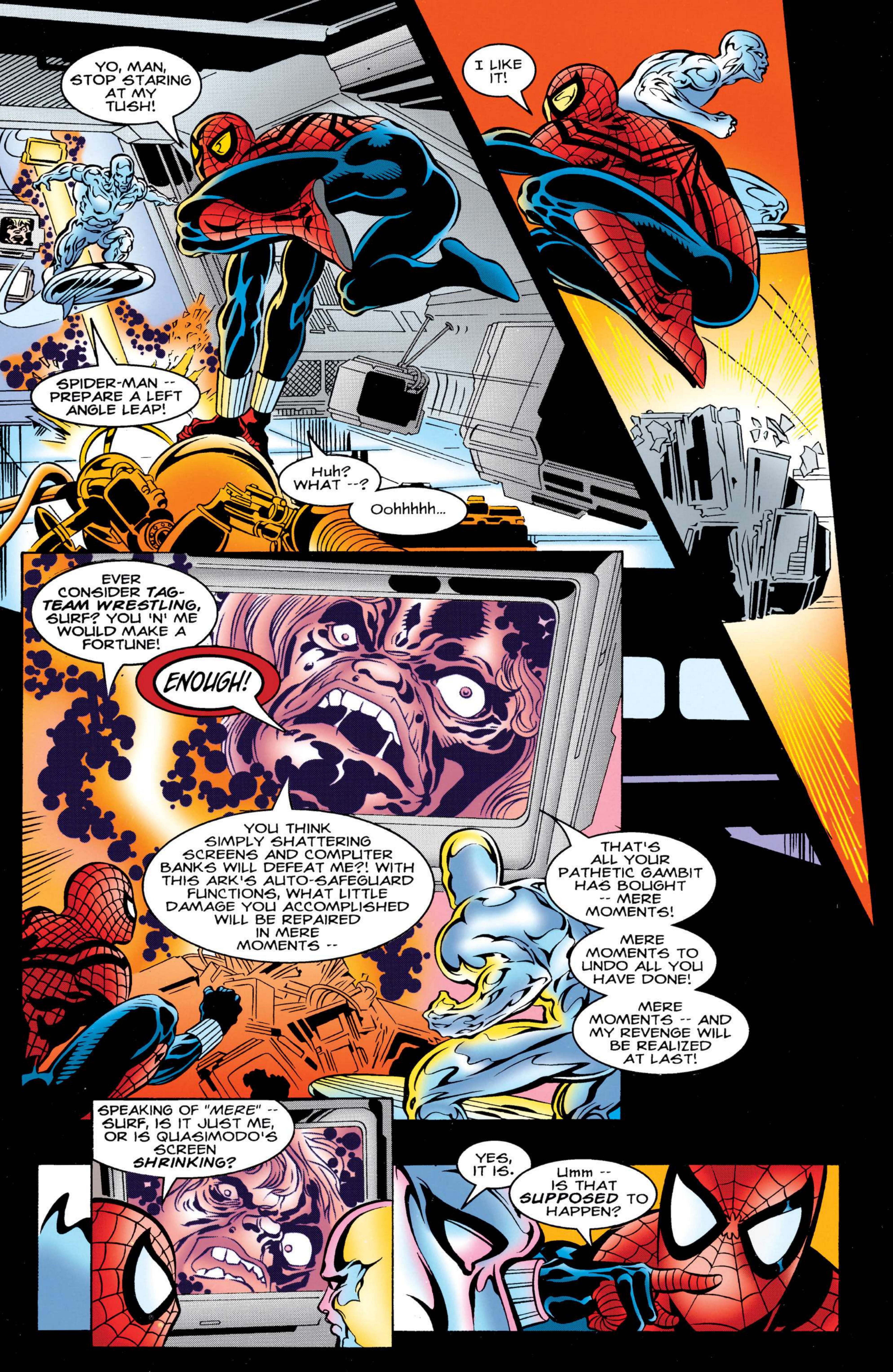
BLACK
OUT HIS EYES --
LIMIT HIS FIELD
OF VISION!

EVEN
QUASIMODO
CAN'T HIT WHAT
HE CAN'T
SEE!

SOUND
STRATEGY, SPIDER-
MAN! THROUGH IT WE CAN
RESTRICT THE PARAMETRIC
BOUNDARIES OF THIS
ARENA.

IT WILL
EVEN THE ODDS!
BRILLIANT!

HEY,
LIKE YOU
THINK I HAVEN'T
BATTLED THANOS ALL
THOSE TIMES
WITHOUT LEARNING
SOMETHING?!



YO, MAN,
STOP STARING
AT MY
TUSH!

I LIKE
IT!

SPIDER-MAN --
PREPARE A LEFT
ANGLE LEAP!

Huh?
WHAT --?

Oohhhh...

EVER
CONSIDER TAG-
TEAM WRESTLING,
SLURF? YOU 'N' ME
WOULD MAKE A
FORTUNE!

ENOUGH!

YOU THINK
SIMPLY SHATTERING
SCREENS AND COMPUTER
BANKS WILL DEFEAT ME?! WITH
THIS ARK'S AUTO-SAFEGUARD
FUNCTIONS, WHAT LITTLE
DAMAGE YOU ACCOMPLISHED
WILL BE REPAIRED
IN MERE
MOMENTS --

THAT'S
ALL YOUR
PATHETIC GAMBIT
HAS BOUGHT
-- MERE
MOMENTS!

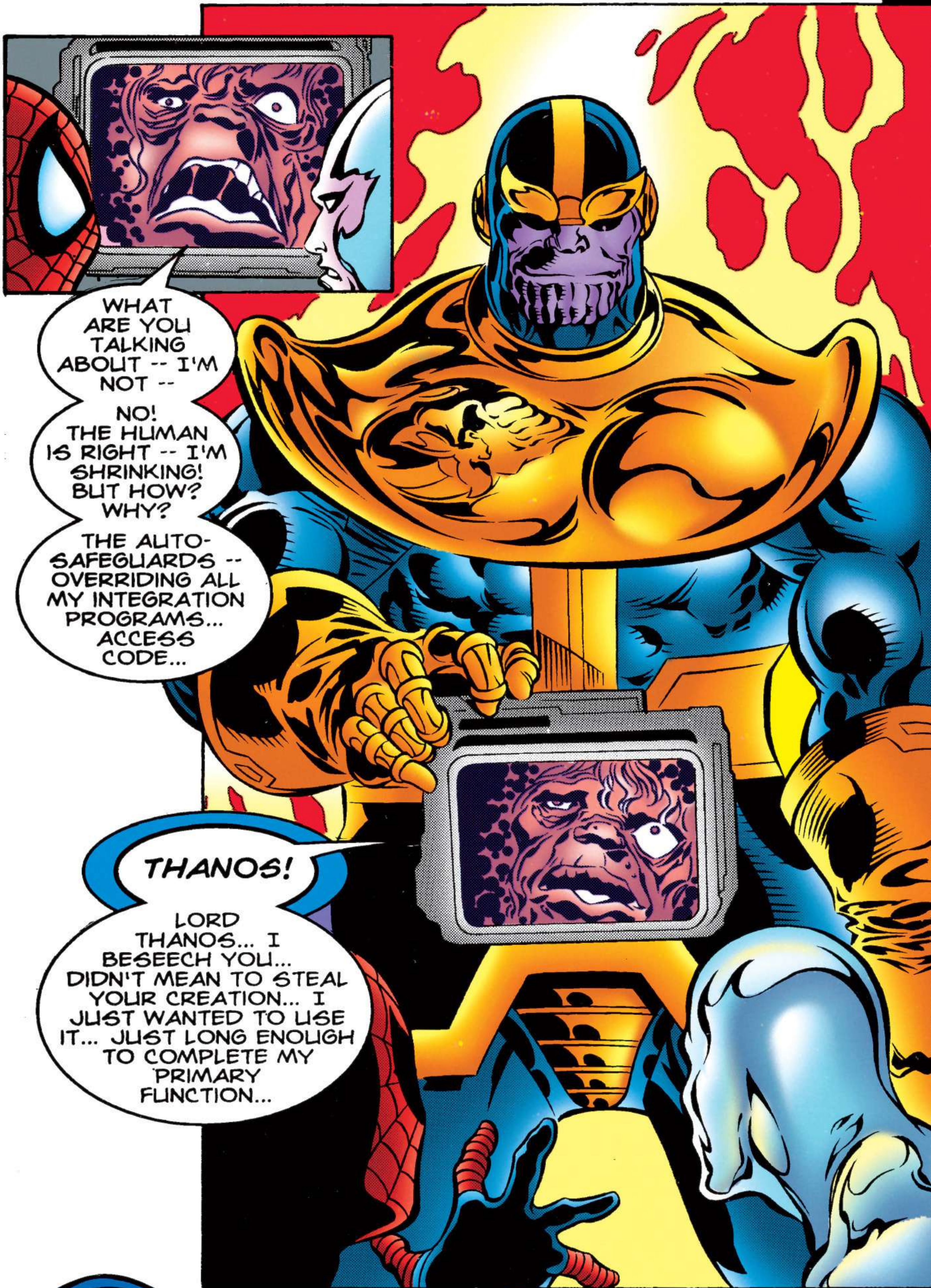
MERE
MOMENTS TO
LINDO ALL YOU
HAVE DONE!

MERE
MOMENTS -- AND
MY REVENGE WILL
BE REALIZED
AT LAST!

SPEAKING OF "MERE" --
SLURF, IS IT JUST ME,
OR IS QUASIMODO'S
SCREEN
SHRINKING?

YES,
IT IS.

Umm --
IS THAT
SUPPOSED TO
HAPPEN?



WHAT ARE YOU TALKING ABOUT -- I'M NOT --

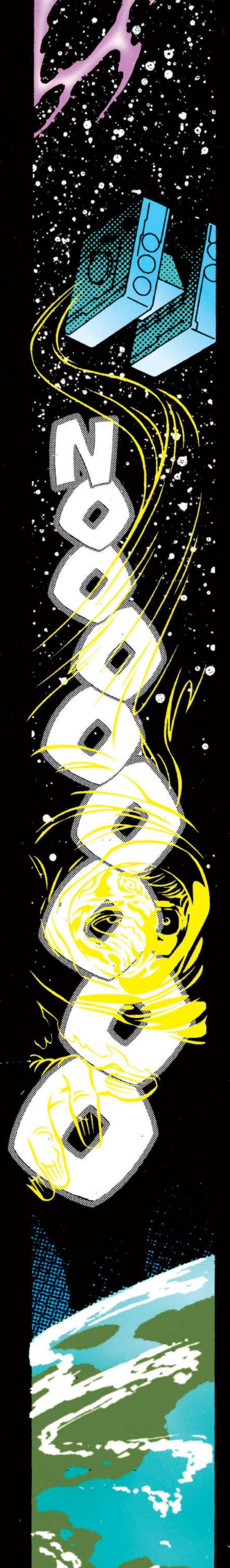
NO! THE HUMAN IS RIGHT -- I'M SHRINKING! BUT HOW? WHY?

THE AUTO-SAFEGUARDS -- OVERRIDING ALL MY INTEGRATION PROGRAMS... ACCESS CODE...

THANOS!

LORD THANOS... I BESEECH YOU... DIDN'T MEAN TO STEAL YOUR CREATION... I JUST WANTED TO USE IT... JUST LONG ENOUGH TO COMPLETE MY PRIMARY FUNCTION...

PLEASE -- DON'T -- NOT WHEN I'VE COME SO CLOSE --





Uh, HI --
Mr. THANOS, I
PRESUME. I
RECOGNIZED
YOU FROM YOUR
YEARBOOK
PHOTO.

QUIET,
HUMAN. YOUR
ATTEMPTS AT
SOPHOMORIC HUMOR
HAVE ALWAYS
IRRITATED
ME.

WELL,
NORRIN RADD,
I MUST SAY THAT
YOU WERE ONE OF THE
LAST PERSONS I EXPECTED
TO FIND WHEN I CAME TO
RECLAIM MY SHIP
FROM THIS
"QUASIMODO".

FROM WHAT
I WITNESSED, HE
CAME FAIRLY CLOSE TO
ACHIEVING HIS PARANOID
DREAM OF VENGEANCE
UPON YOU.



THE SLURFER
WAS *SUCKER-*
PUNCHED, PAL!
WE WOULD'A
POLISHED
OFF THAT
MONSTER-
IN-THE-BOX
GOOD IF
YOU HADN'T
INTERF --

HUSH,
SPIDER-MAN.
I AM SURE THERE
WILL BE TIME ENOUGH
IN THE FUTURE TO
CONTINUE OUR
SCUFFLES WITH
LORD
THANOS.

THIS TIME,
HOWEVER, HE IS
BUT A BYSTANDER
TO THESE EVENTS.



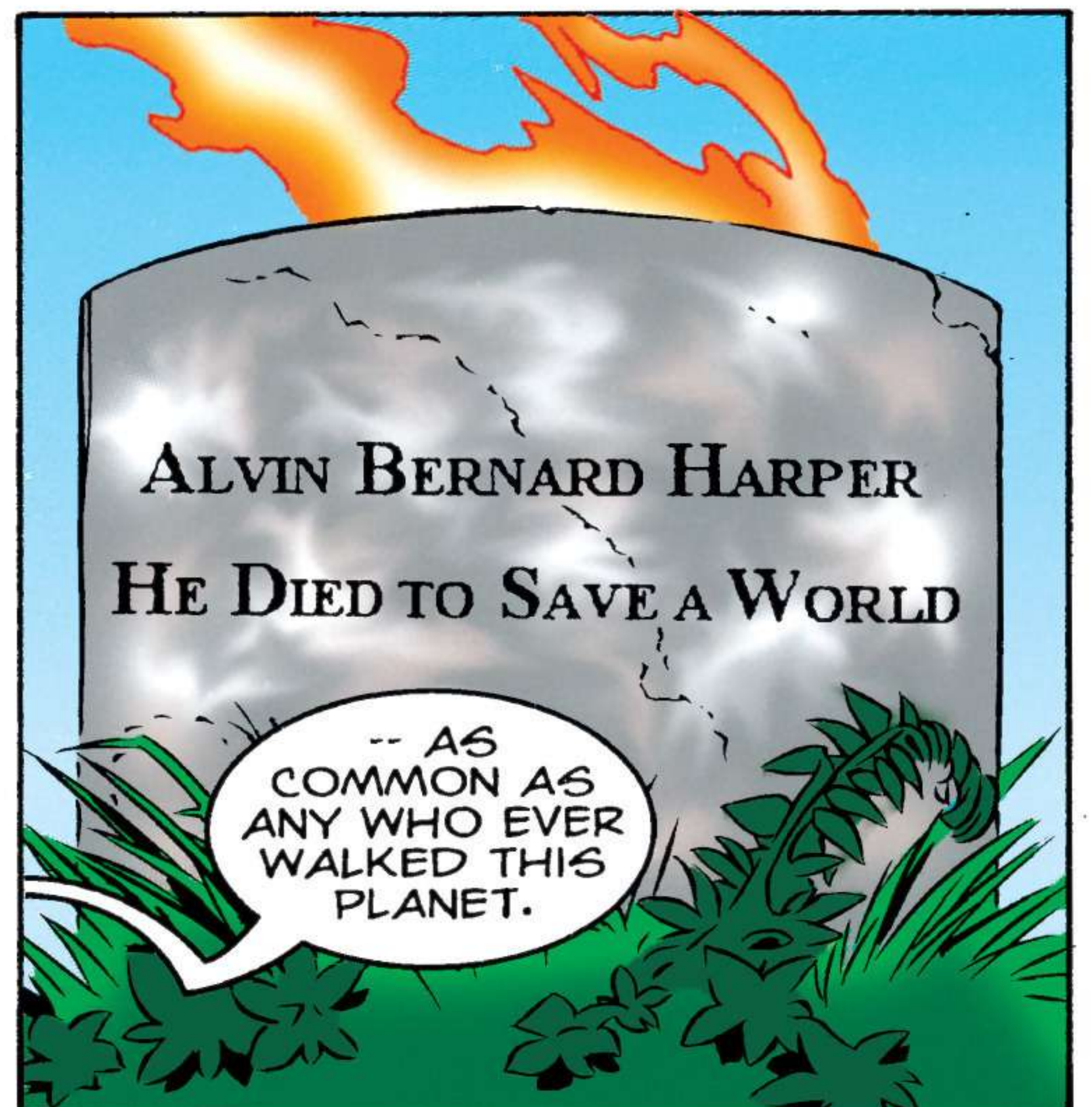
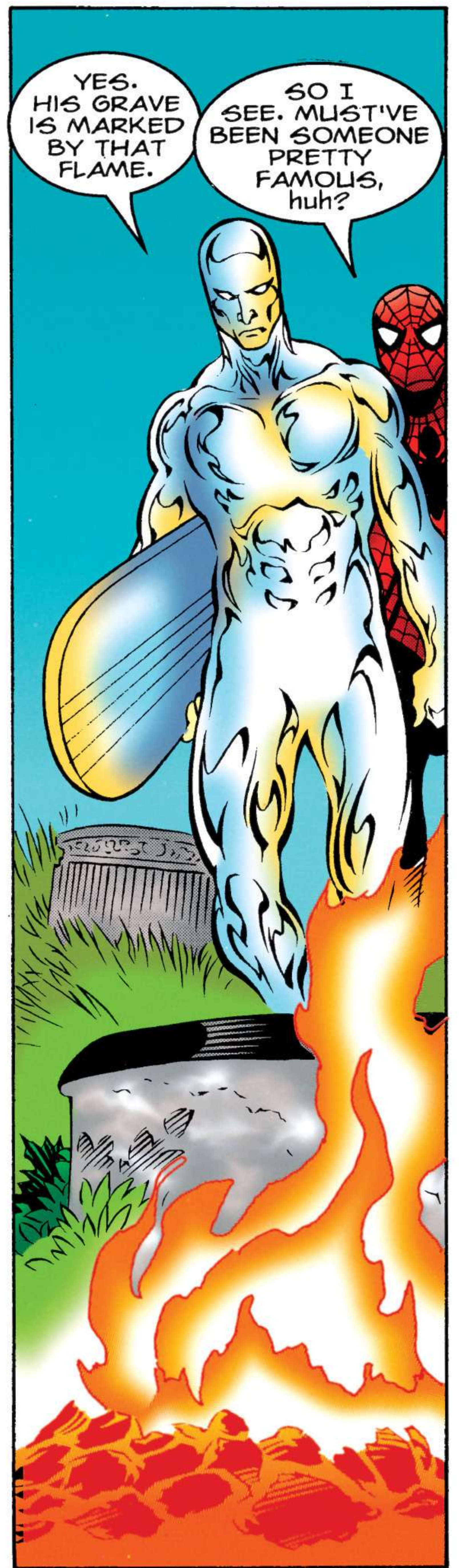
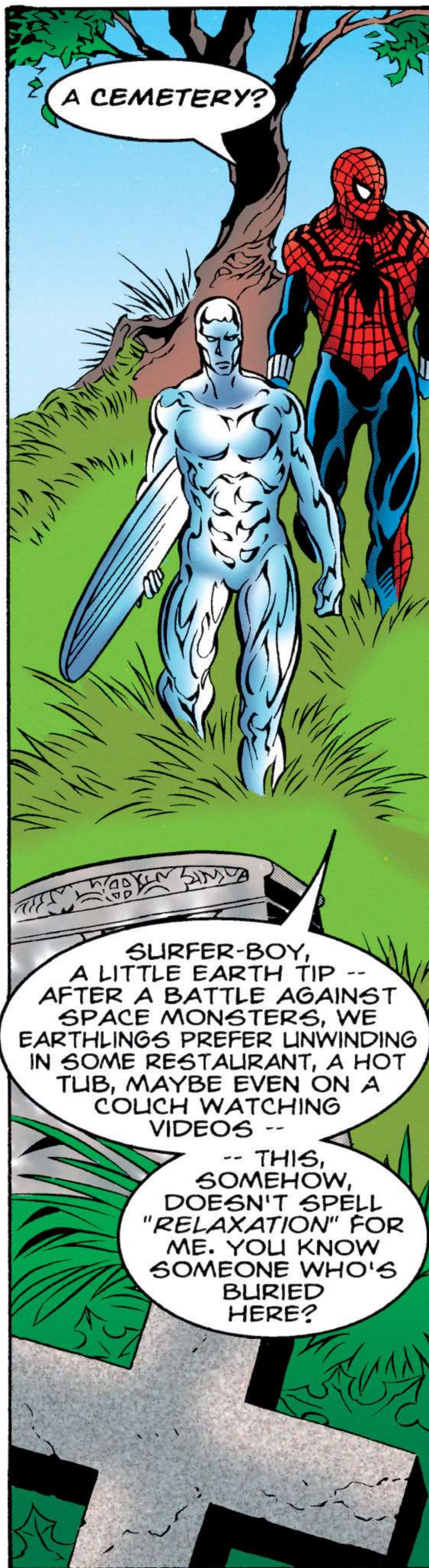
HARDLY THAT, SLURFER. I
RESCUED YOU. IT MATTERS
NOT THAT THE THOUGHT OF
THAT SHOULD SOUR YOUR
STOMACH -- THE TRUTH, IN
THIS CASE, ANYWAY, IS
UNAVOIDABLE.



REMEMBER
THAT WHEN NEXT
WE MEET -- *BOTH*
OF YOU. YOU EACH
OWE YOUR LIFE
TO ME --



AND THANOS
ALWAYS COLLECTS
HIS DEBTS.



IT WAS DURING MY FIRST YEAR OF EXILE ON THIS PLANET THAT I ENCOUNTERED ALVIN BERNARD HARPER.

AFTER AN ABORTED ATTEMPT TO ESCAPE THE CONFINES OF THAT EXILE IMPOSED BY GALACTUS, AL HARPER FOUND ME AS MY BATTERED BODY PLUMMETED BACK TO EARTH.

AT THAT TIME, THERE WERE FEW WHO DID NOT FEAR THE SILVER SURFER. I WAS, AFTER ALL, BEST REMEMBERED AS THE HERALD TO AN ENTITY WHO DEVOURED ENTIRE PLANETS. I WAS A HARBINGER OF DEATH.

BUT, DESPITE ALL HE'D HEARD, AL HARPER'S ONLY THOUGHT WAS TO HELP ME. HE SAID "I FIGURED YOU NEEDED A FRIEND."

AND FRIEND HE WAS. HE OFFERED TO HELP ME IN MY ATTEMPTS TO RETURN TO MY HOMEWORLD OF ZENN-LA.

AS IT TURNED OUT, HE WAS A PHYSICIST, BRILLIANT IN HIS FIELD, YET LACKING THE SELF-PROMOTIONAL DRIVE TO ACHIEVE THE FAME OF A REED RICHARDS. HIS WAS A MORE MODEST EXISTENCE.

YET HE WAS WILLING TO GIVE ALL HE HAD JUST TO HELP ME. HE DEVELOPED A WEAPON THAT WE BOTH HOPED WOULD UNDERMINE GALACTUS'S FORCE FIELD.

HOWEVER, WE WERE NEVER TO LEARN WHETHER IT WOULD HAVE SUCCEEDED OR NOT. THAT'S WHEN WE ENCOUNTERED THE STRANGER -- A COSMIC BEING WHO DEEMED EARTHLINGS TOO SAVAGE AND CALLOUS TO SURVIVE --

-- UNTIL AL HARPER PROVED HIM WRONG. BY PERFORMING THE ULTIMATE SACRIFICE, AL HARPER SHOWED JUST HOW NOBLE THIS RACE CALLED MAN COULD ACTUALLY BE.

BY HIS DEATH, HE SAVED HIS PLANET. BY HIS LIFE HE REAWAKENED MY HUMANITY.

SO, EVERY SOLAR YEAR SINCE THEN, WHEN THE CONSTELLATIONS ARE IN THE PROPER ALIGNMENT, I HAVE COME BACK TO EARTH TO HONOR THIS MOST "COMMON" OF MEN.

★ WAY BACK IN SILVER SURFER (1st SERIES) #5 - Tom

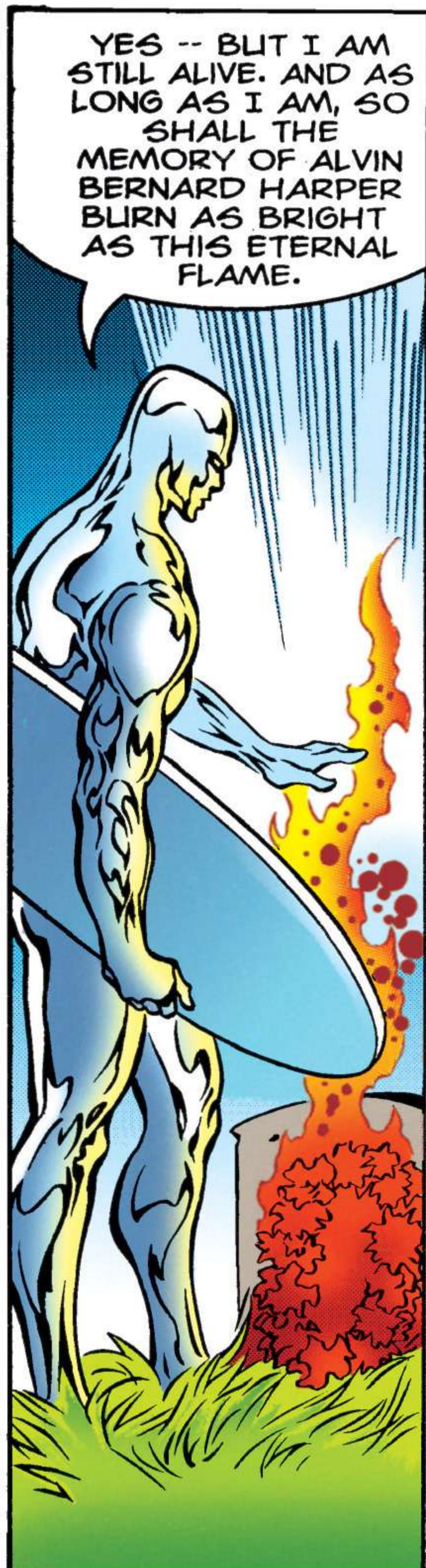


WOW.

SO ALL THAT TIME BEFORE YOU CAME TO EARTH -- YOU DIDN'T FEEL ANYTHING?

GALACTUS HAD SHUTTERED MY EMOTIONS -- HE COULDN'T RISK MY CARING FOR THOSE I CONDEMNED.

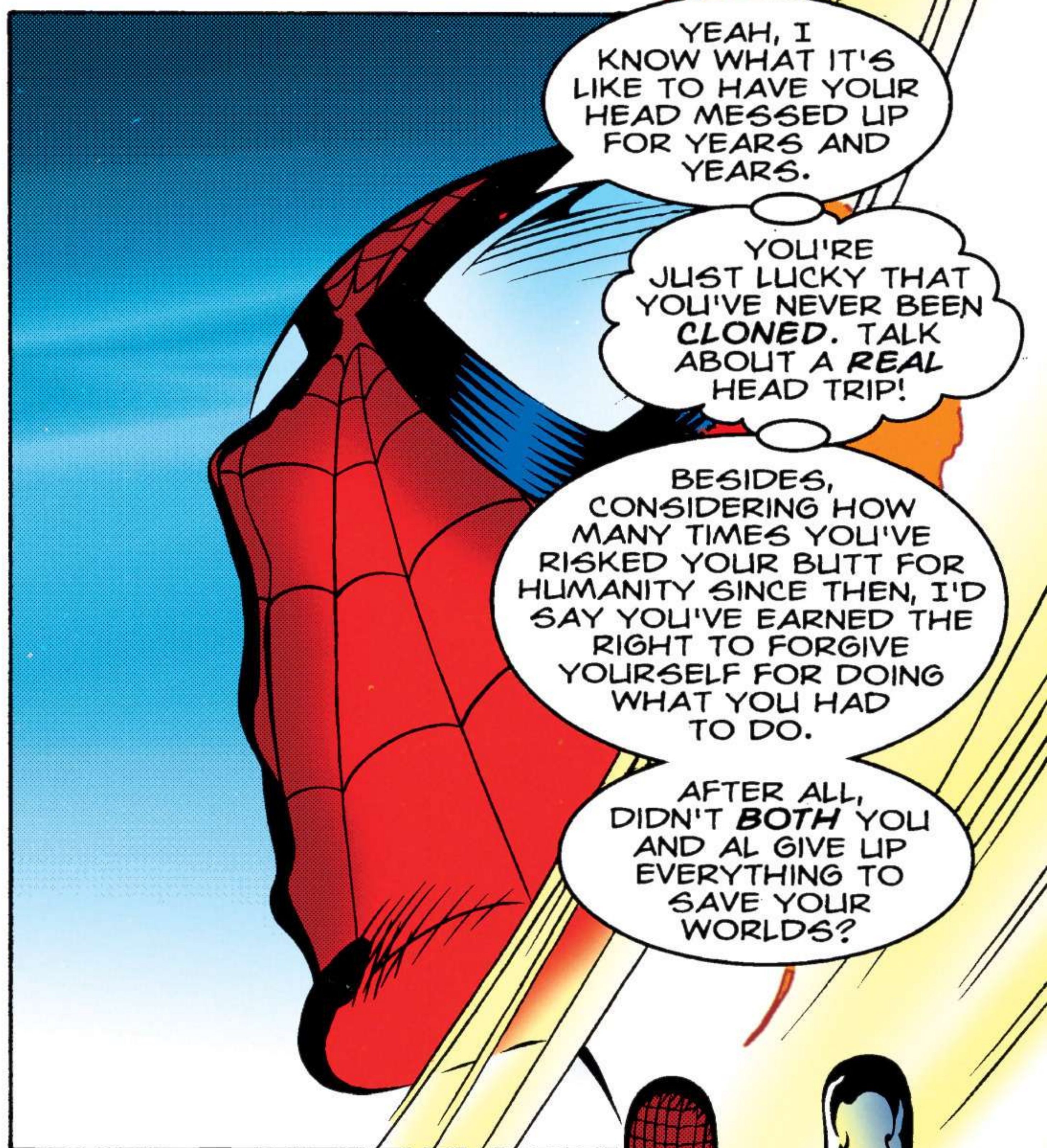
WHEN HE EXILED ME, HE LET THEM LOOSE AGAIN -- SO THAT I WOULD ALWAYS KNOW THE TORMENT OF WHAT I HAD DONE.



YES -- BUT I AM STILL ALIVE. AND AS LONG AS I AM, SO SHALL THE MEMORY OF ALVIN BERNARD HARPER BURN AS BRIGHT AS THIS ETERNAL FLAME.



AMEN, BROTHER, AMEN.

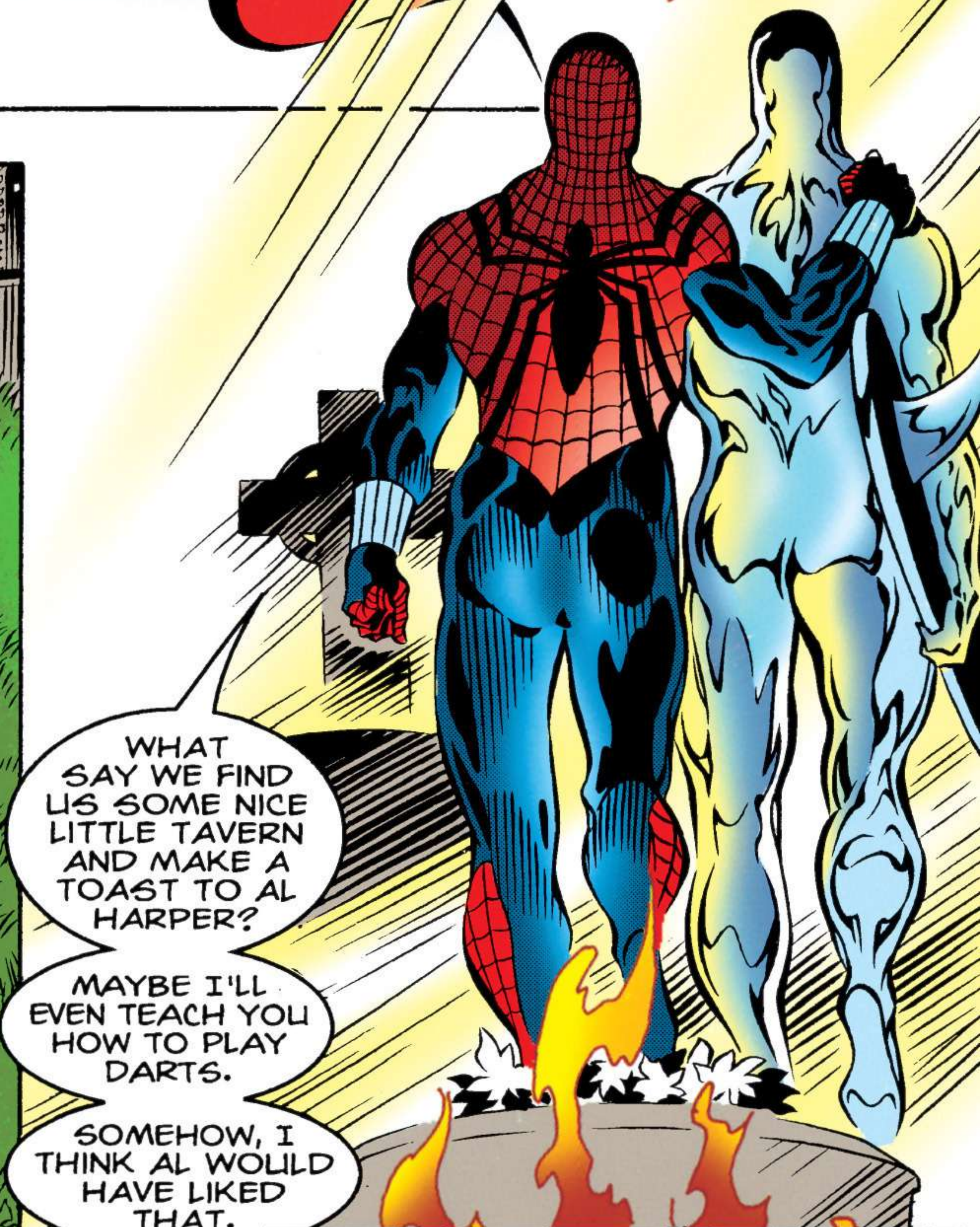


YEAH, I KNOW WHAT IT'S LIKE TO HAVE YOUR HEAD MESSED UP FOR YEARS AND YEARS.

YOU'RE JUST LUCKY THAT YOU'VE NEVER BEEN **CLONED**. TALK ABOUT A **REAL** HEAD TRIP!

BESIDES, CONSIDERING HOW MANY TIMES YOU'VE RISKED YOUR BUTT FOR HUMANITY SINCE THEN, I'D SAY YOU'VE EARNED THE RIGHT TO FORGIVE YOURSELF FOR DOING WHAT YOU HAD TO DO.

AFTER ALL, DIDN'T **BOTH** YOU AND AL GIVE UP EVERYTHING TO SAVE YOUR WORLDS?



WHAT SAY WE FIND US SOME NICE LITTLE TAVERN AND MAKE A TOAST TO AL HARPER?

MAYBE I'LL EVEN TEACH YOU HOW TO PLAY DARTS.

SOMEHOW, I THINK AL WOULD HAVE LIKED THAT.

ROGER STERN - Plot
GEORGE PÉREZ - Script
TOM GRINDBERG - Pencils
BILL ANDERSON - Inks
STARKINGS/COMICRAFT - Letters
TOM SMITH - Colors
TOM BREVOORT - Editor
BOB BUDIANSKY - Executive Editor
BOB HARRAS - Editor in Chief

THE END



THE RETURN OF KAINETM Part I of 4

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FEB • 231
MARVEL®
SPIDER-MAN
GROUP

THE SPECTACULAR

SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY



HIS GIVEN NAME IS **PETER PARKER**. WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **DEN REILLY**, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!
STAN LEE PRESENTS: SPECTACULAR SPIDER-MAN!

...WHERE...

...WHAT
IS
THIS ?



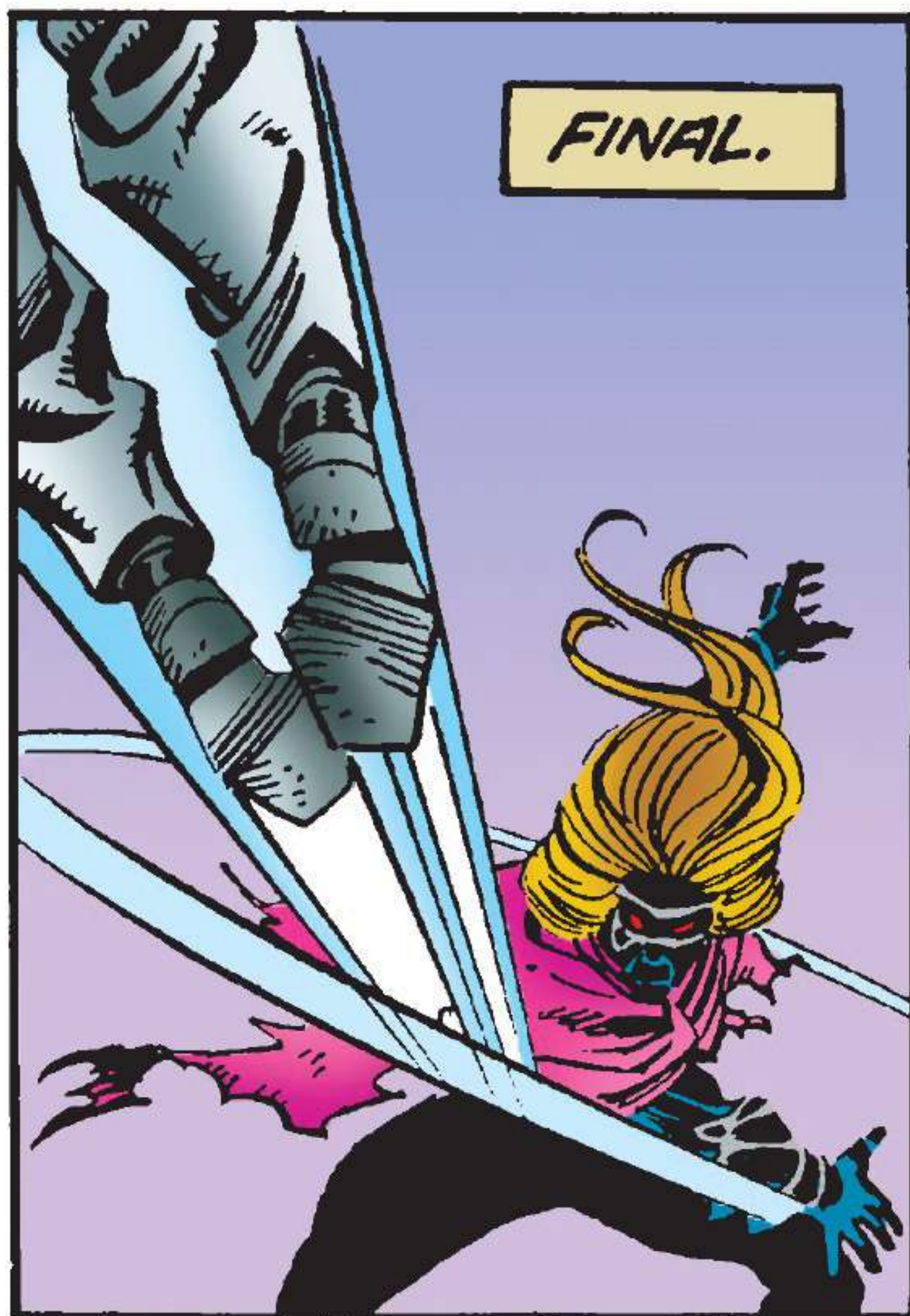


HE'S
AWAKE--
--GO!

The RETURN of Kaine
PART 1

RELUCTANT LAZARUS

TODD DEZAGO
WRITER
SAL BUSCEMA
BREAKDOWNS
AL MILGROM
FINISHES
DAVE SHARPE
CAROLINE WELLS
SUSAN CRESPI
LETTERERS
CHI
COLOR
MALIBU
SEPARATIONS
ERIC FEIN
EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF





EASY
THERE,
COWBOY--



--YOU DON'T
WANNA **CROSS**
ONE OF THEM--



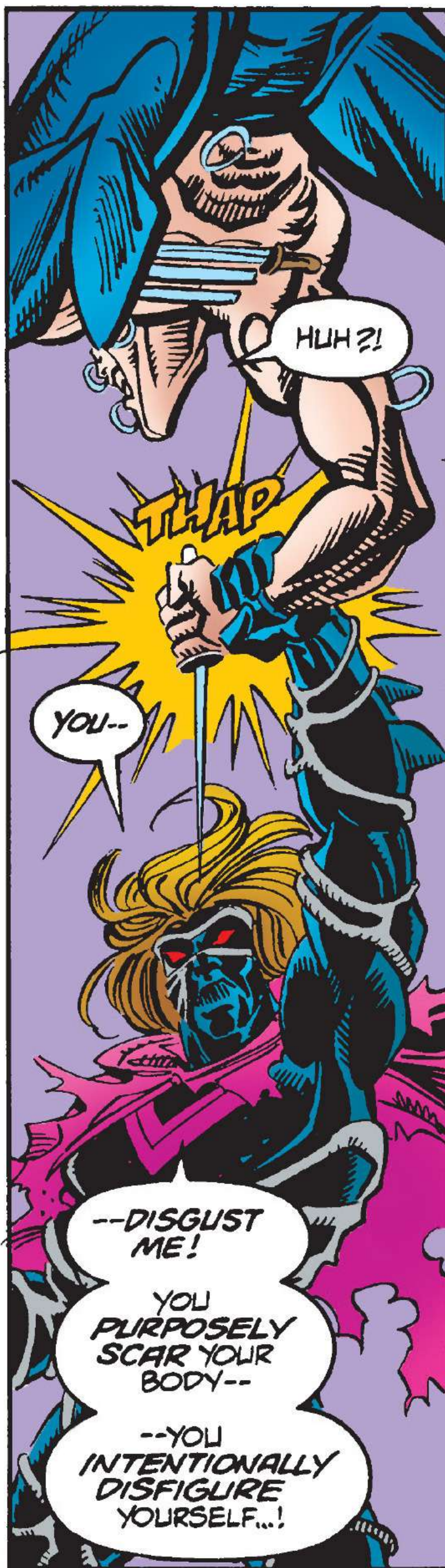
--CUT YA
RIGHT IN
TWO!



OR
THREE!

HE'S
CORNERED
AND **CAGED**,
PIERCE--

--TAKE
'IM !!



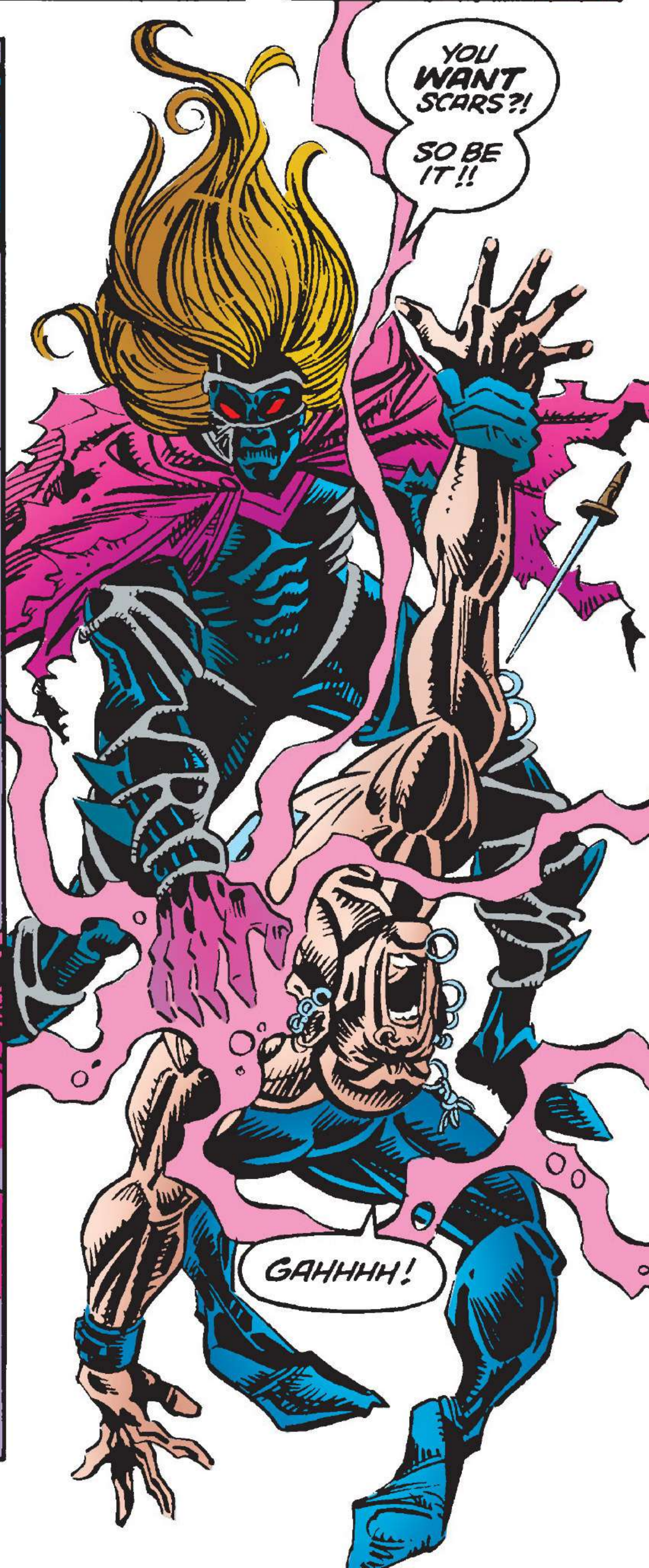
HUH?!

YOU--

--DISGUST
ME!

YOU
PURPOSELY
SCAR YOUR
BODY--

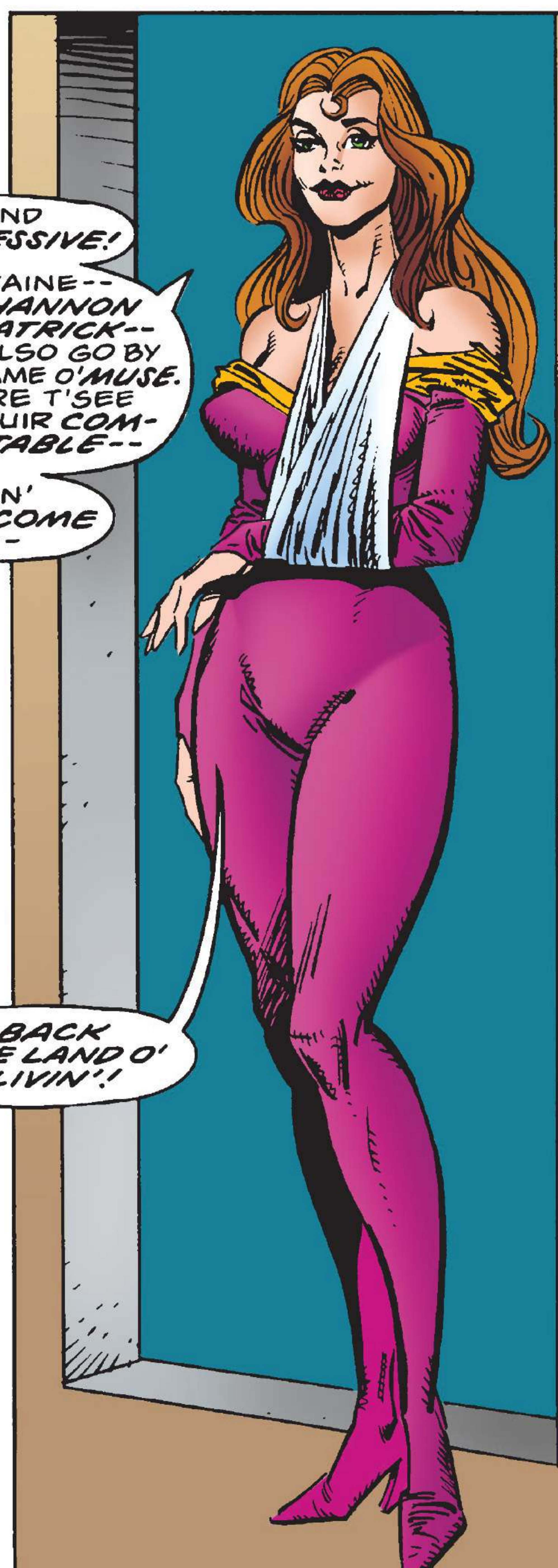
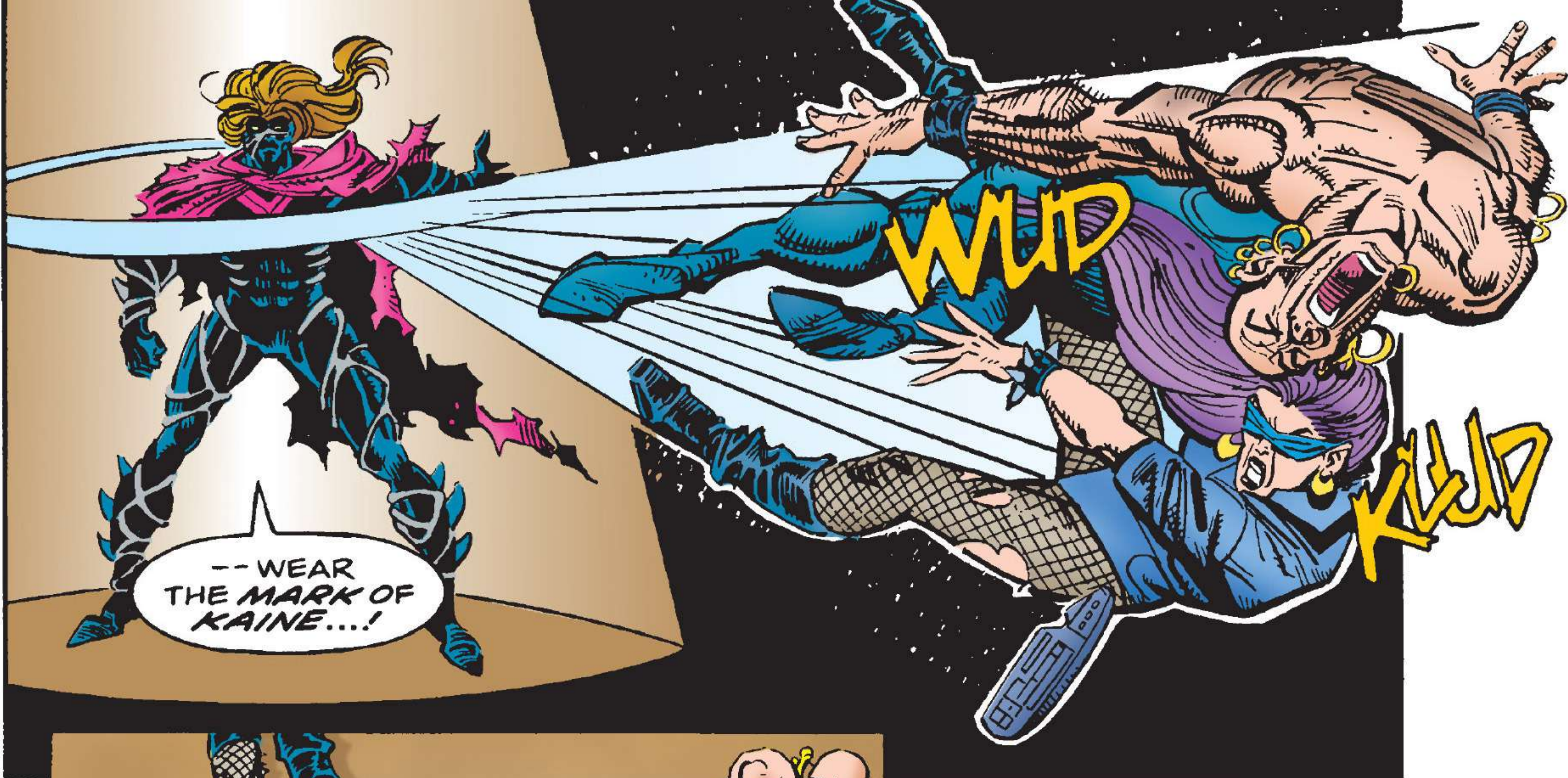
--YOU
INTENTIONALLY
DISFIGURE
YOURSELF...!

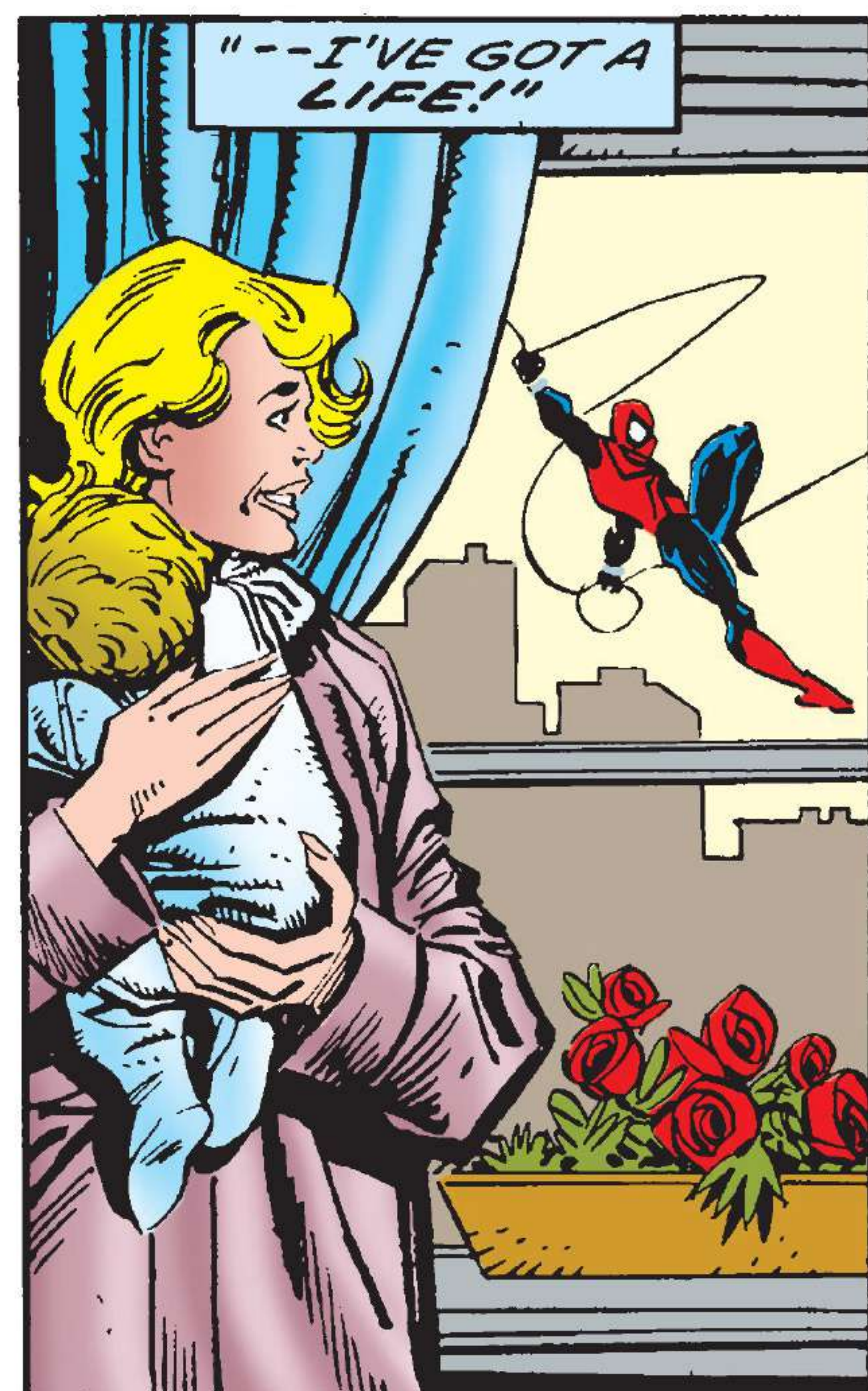
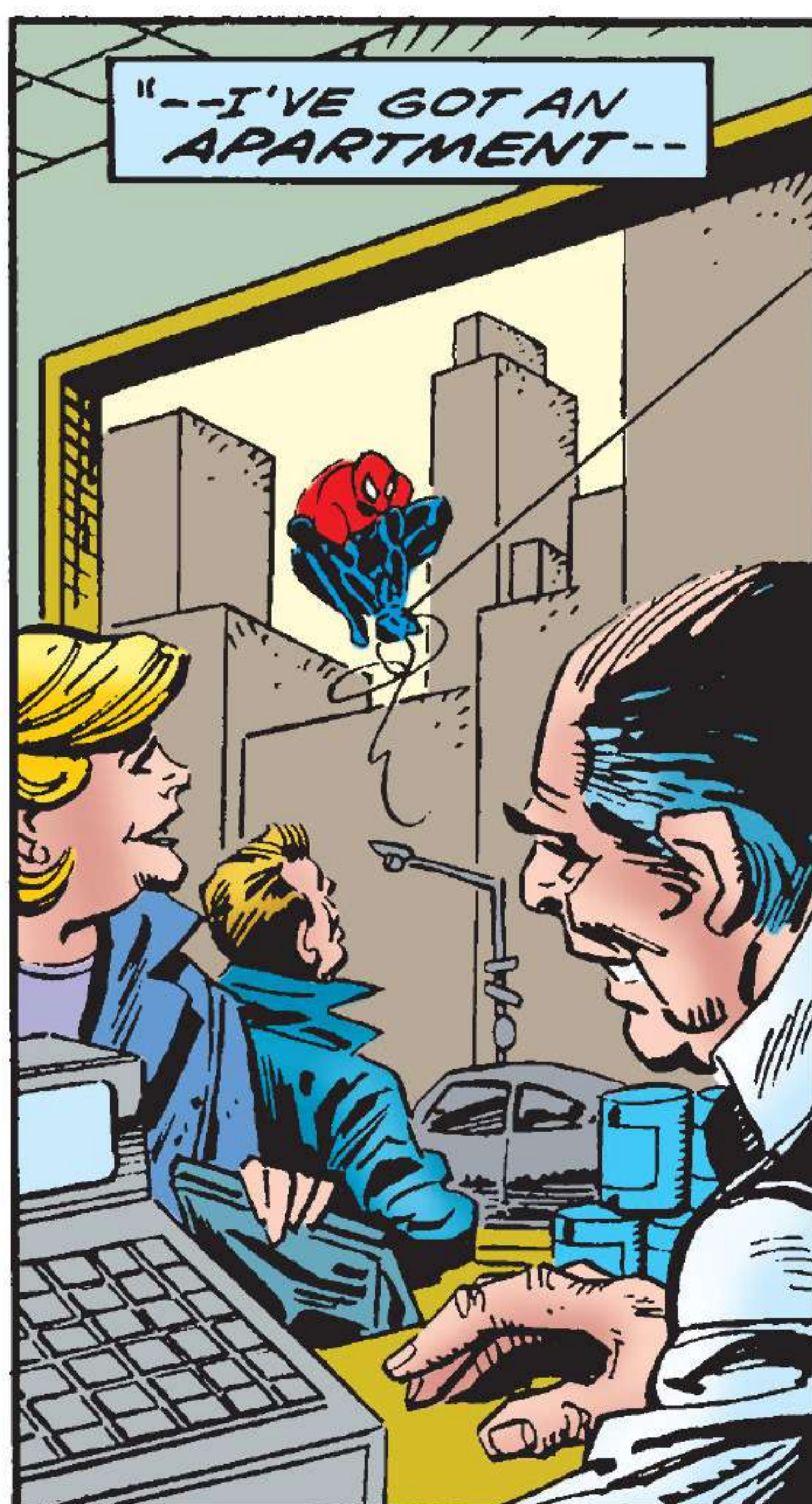
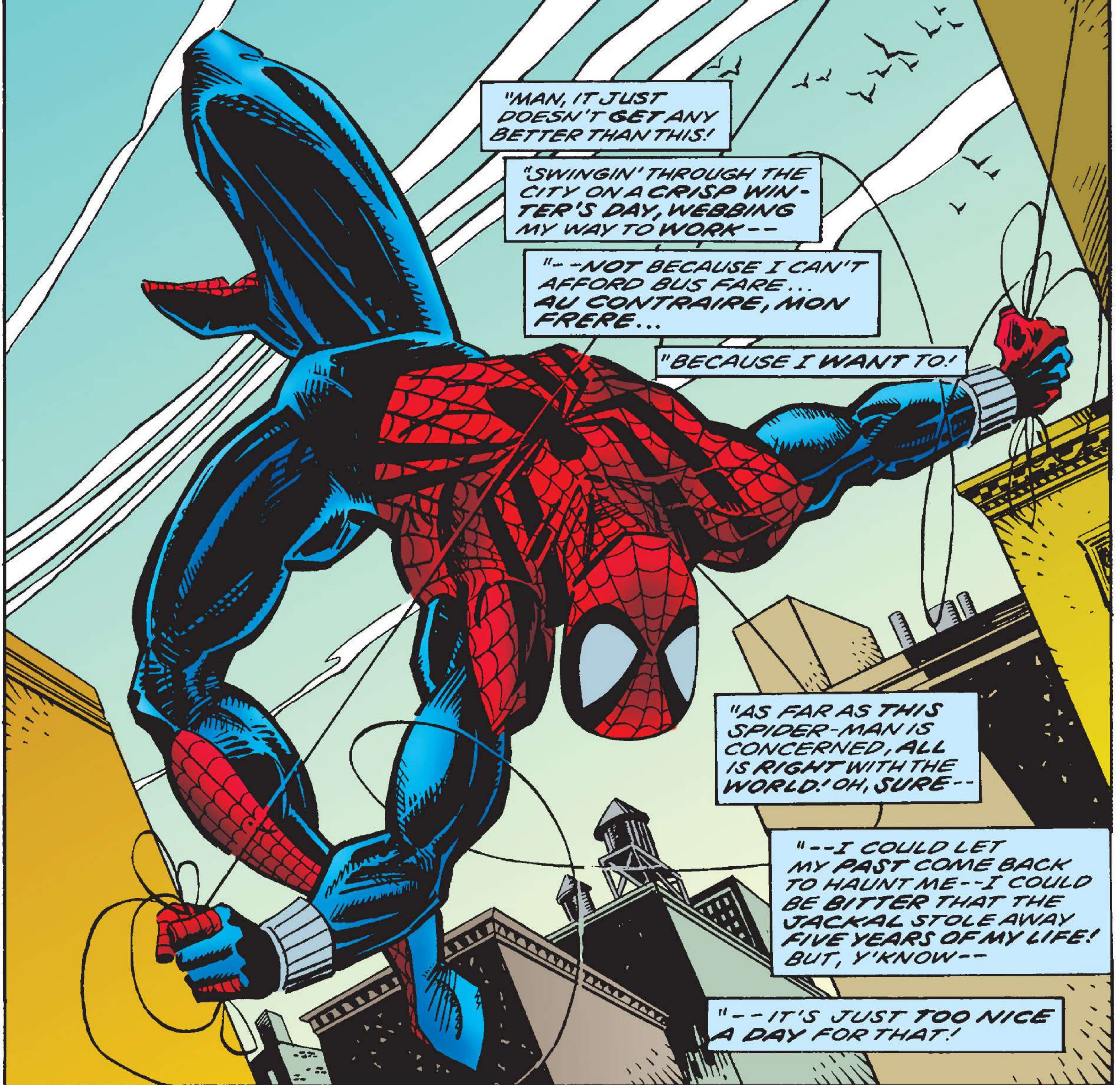


YOU
WANT
SCARS?!

SO BE
IT !!

GAHHHH!



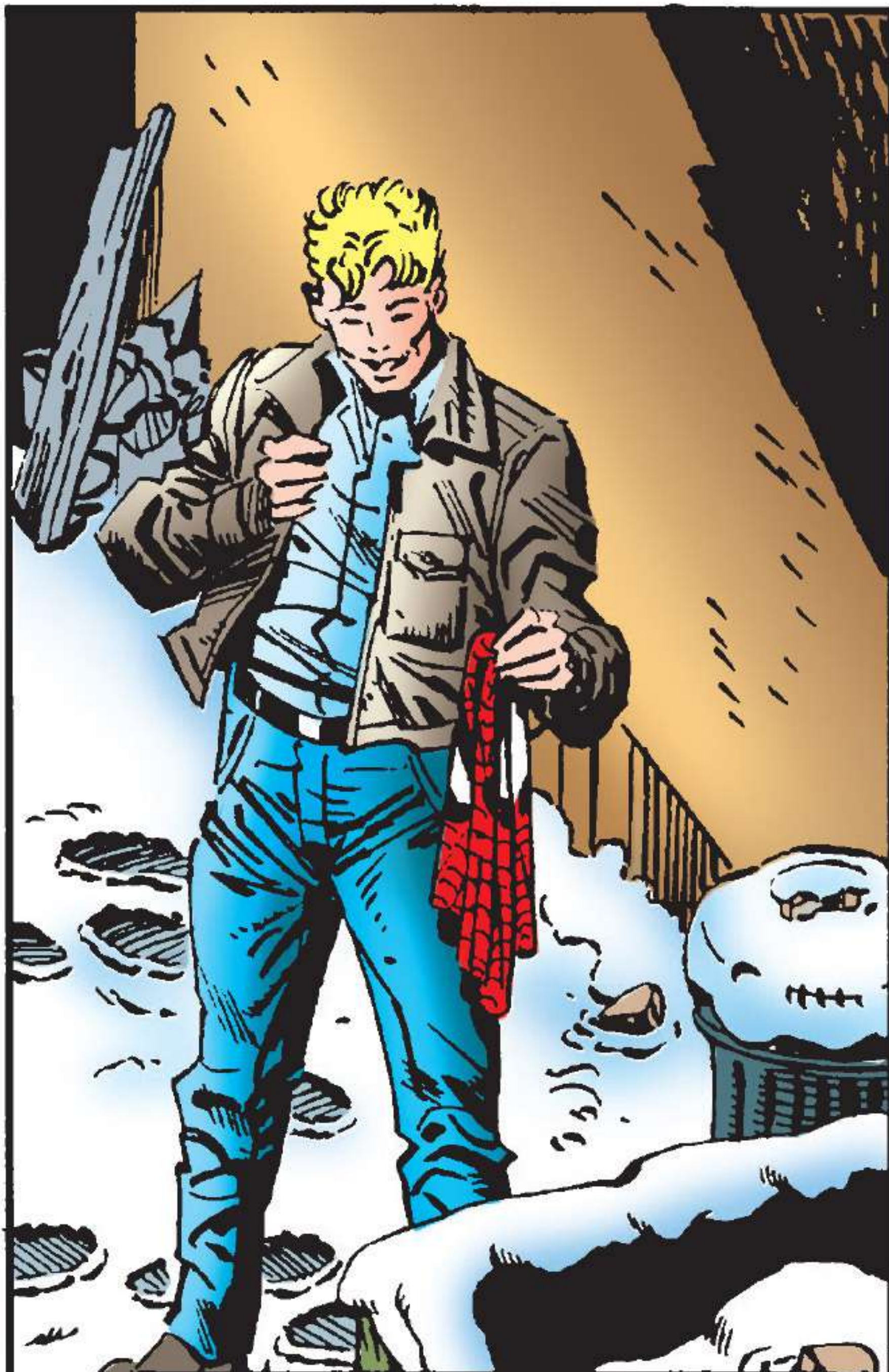




"AND I'M SPIDEY..."

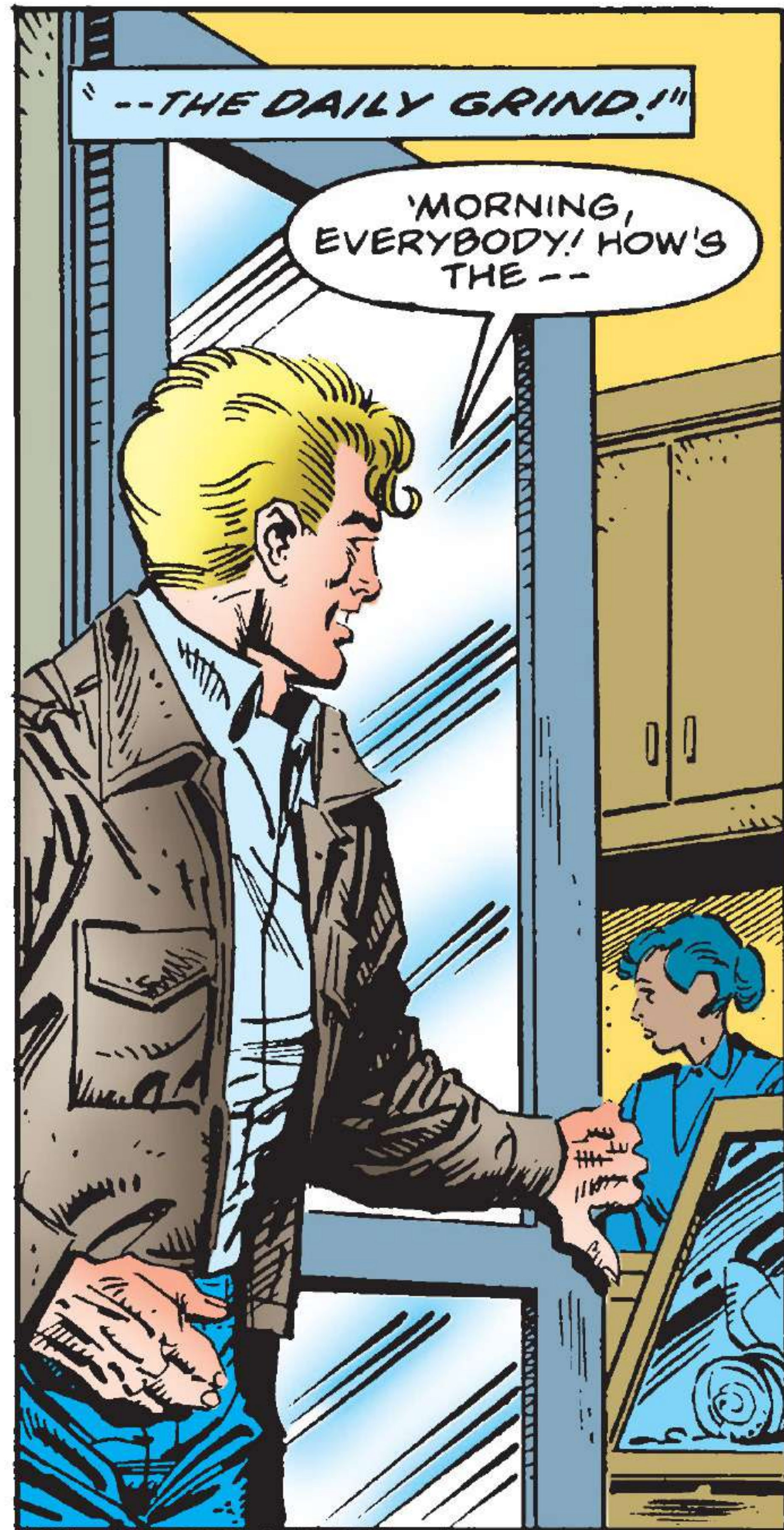
"AGAIN."

"I GUESS CLOTHES REALLY DO MAKE THE MAN!"



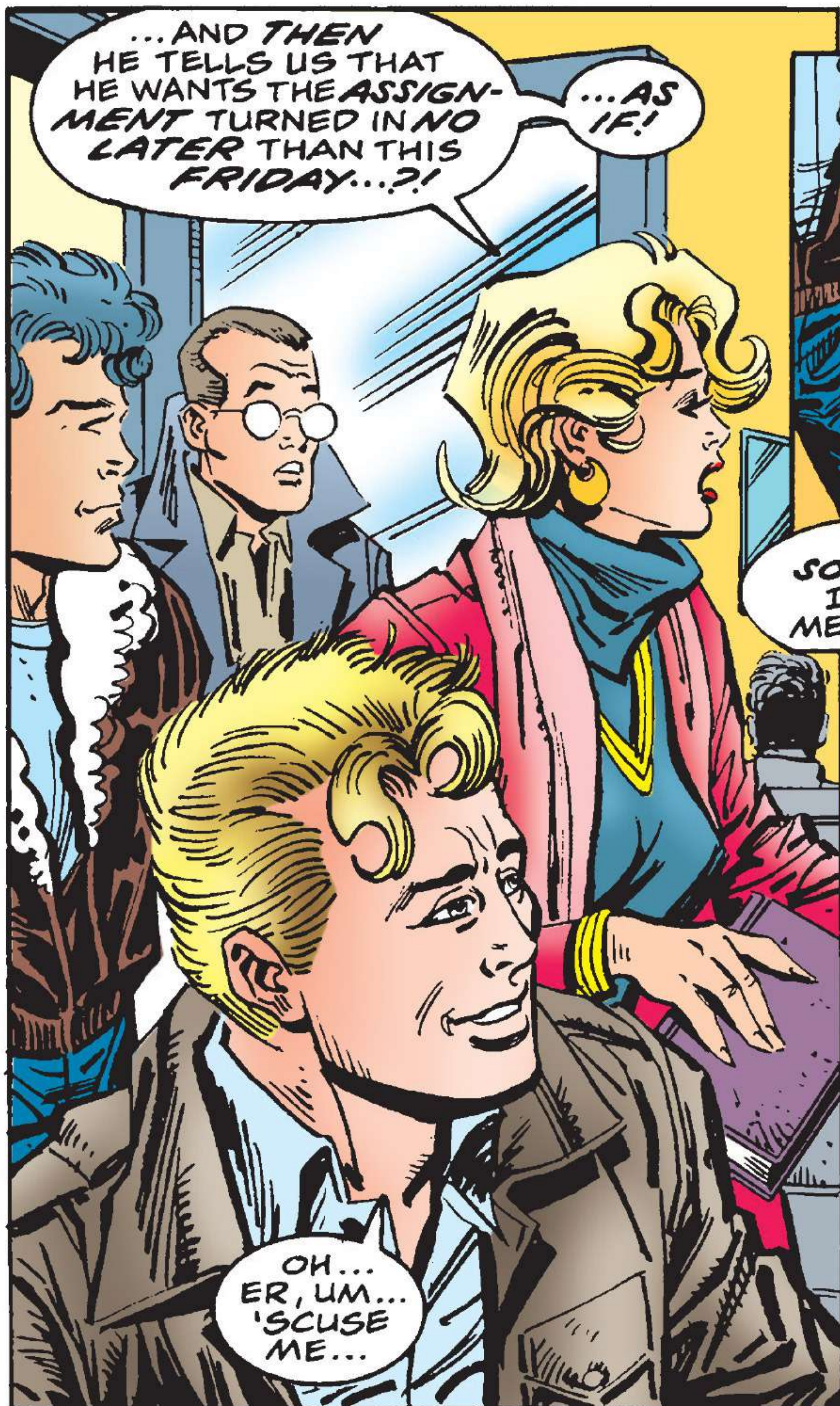
"AND RIGHT NOW, THESE CLOTHES HAVE TO MAKE ME INTO BEN REILLY--"

"--WAITER/CHEF/BUS-BOY/JANITOR/HANDYMAN AT THAT WONDERFUL LITTLE COFFEE HOUSE--"



"--THE DAILY GRIND!!"

'MORNING, EVERYBODY! HOW'S THE --



...AND THEN HE TELLS US THAT HE WANTS THE ASSIGNMENT TURNED IN NO LATER THAN THIS FRIDAY...?!

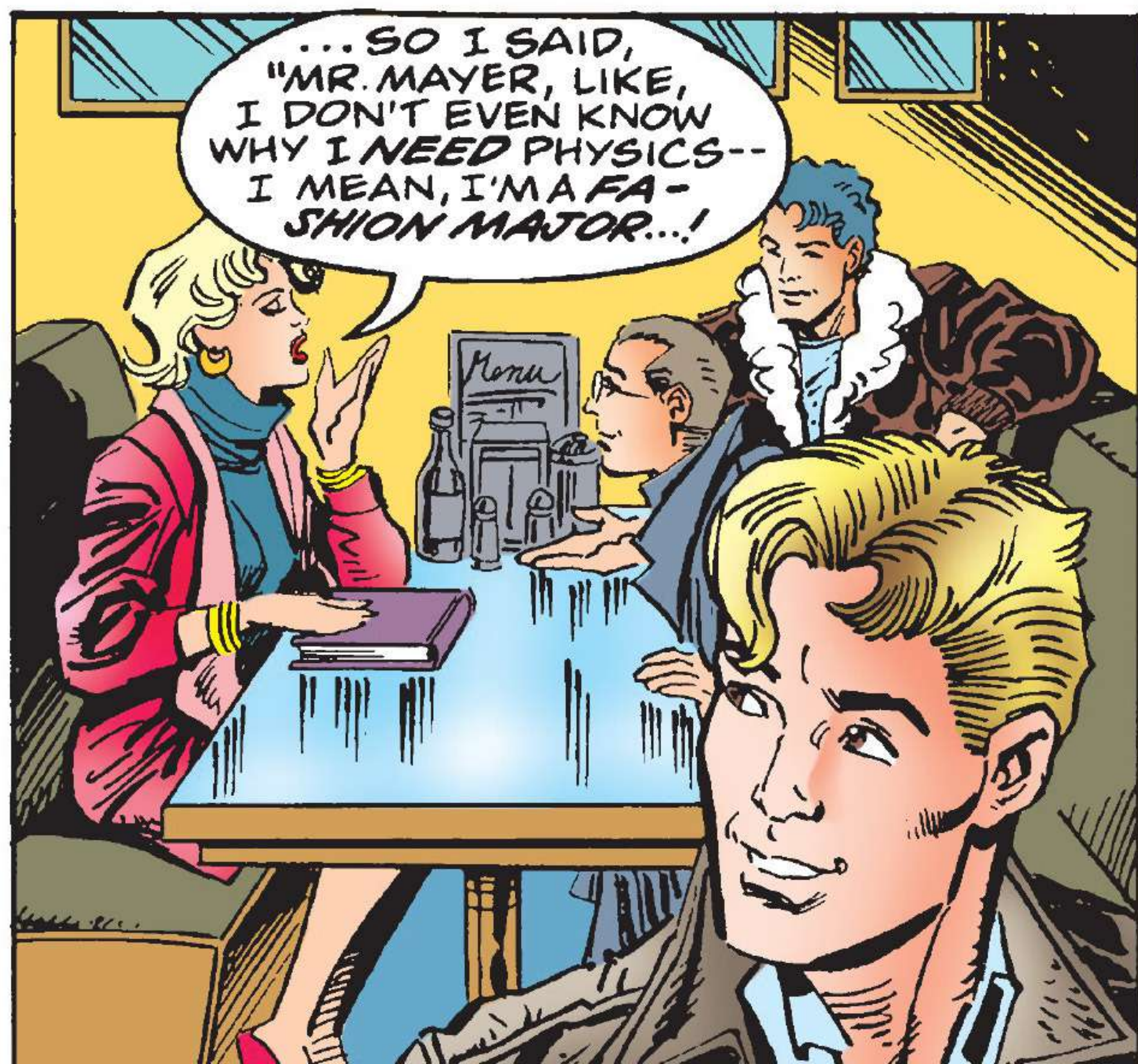
...AS IF!

OH... ER, UM... 'SCUSE ME...

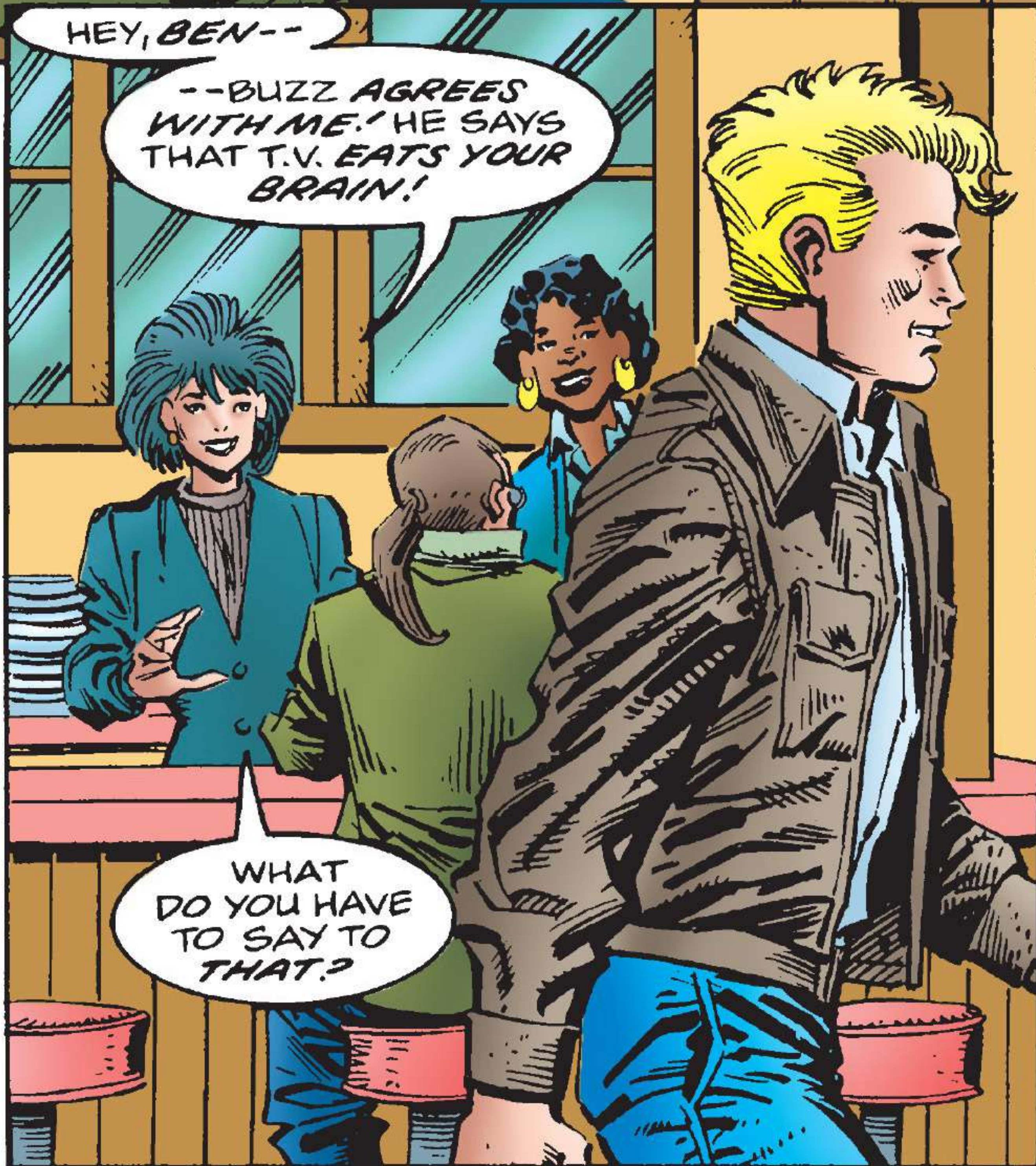


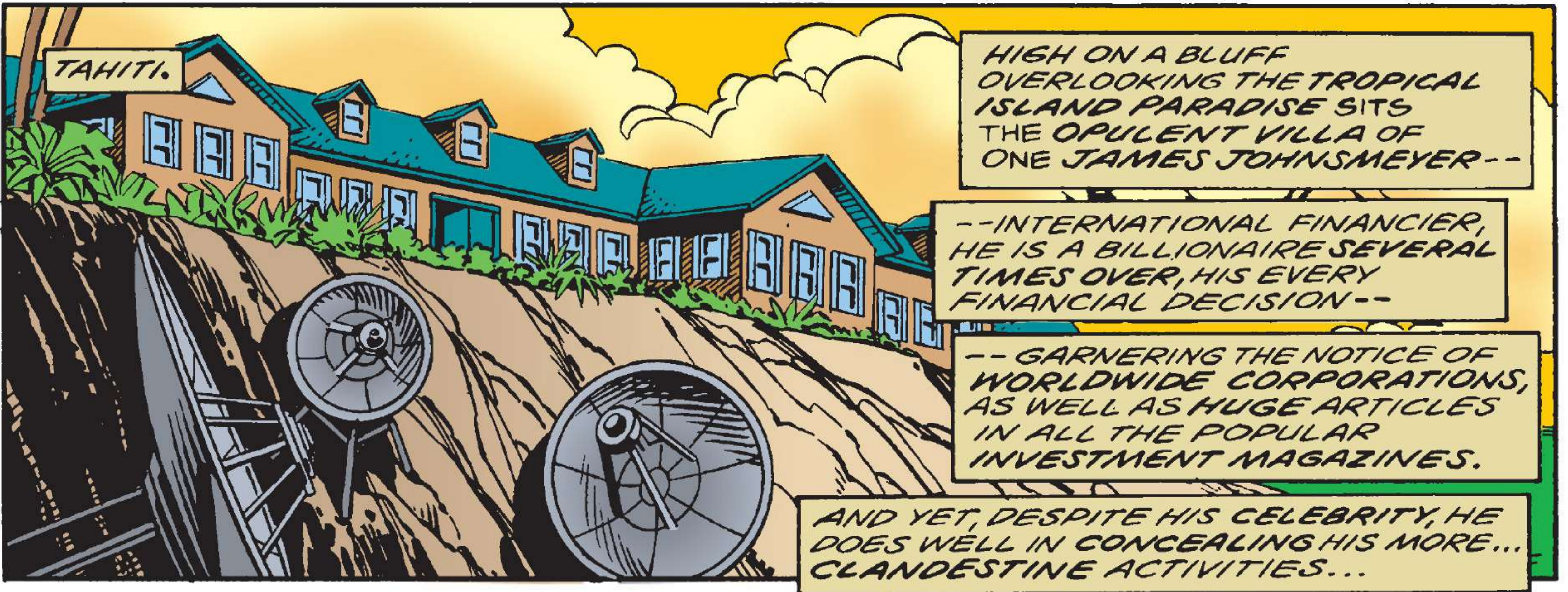
OH, SORRY, BEN-- I DIDN'T MEAN IT...

LIKE, SCHOOL HAS GOT ME SO STUPID...!



...SO I SAID, "MR. MAYER, LIKE, I DON'T EVEN KNOW WHY I NEED PHYSICS-- I MEAN, I'M A FASHION MAJOR...!"





HIGH ON A BLUFF
OVERLOOKING THE TROPICAL
ISLAND PARADISE SITS
THE OPULENT VILLA OF
ONE JAMES JOHNSMEYER--

--INTERNATIONAL FINANCIER,
HE IS A BILLIONAIRE SEVERAL
TIMES OVER, HIS EVERY
FINANCIAL DECISION--

-- GARNERING THE NOTICE OF
WORLDWIDE CORPORATIONS,
AS WELL AS HUGE ARTICLES
IN ALL THE POPULAR
INVESTMENT MAGAZINES.

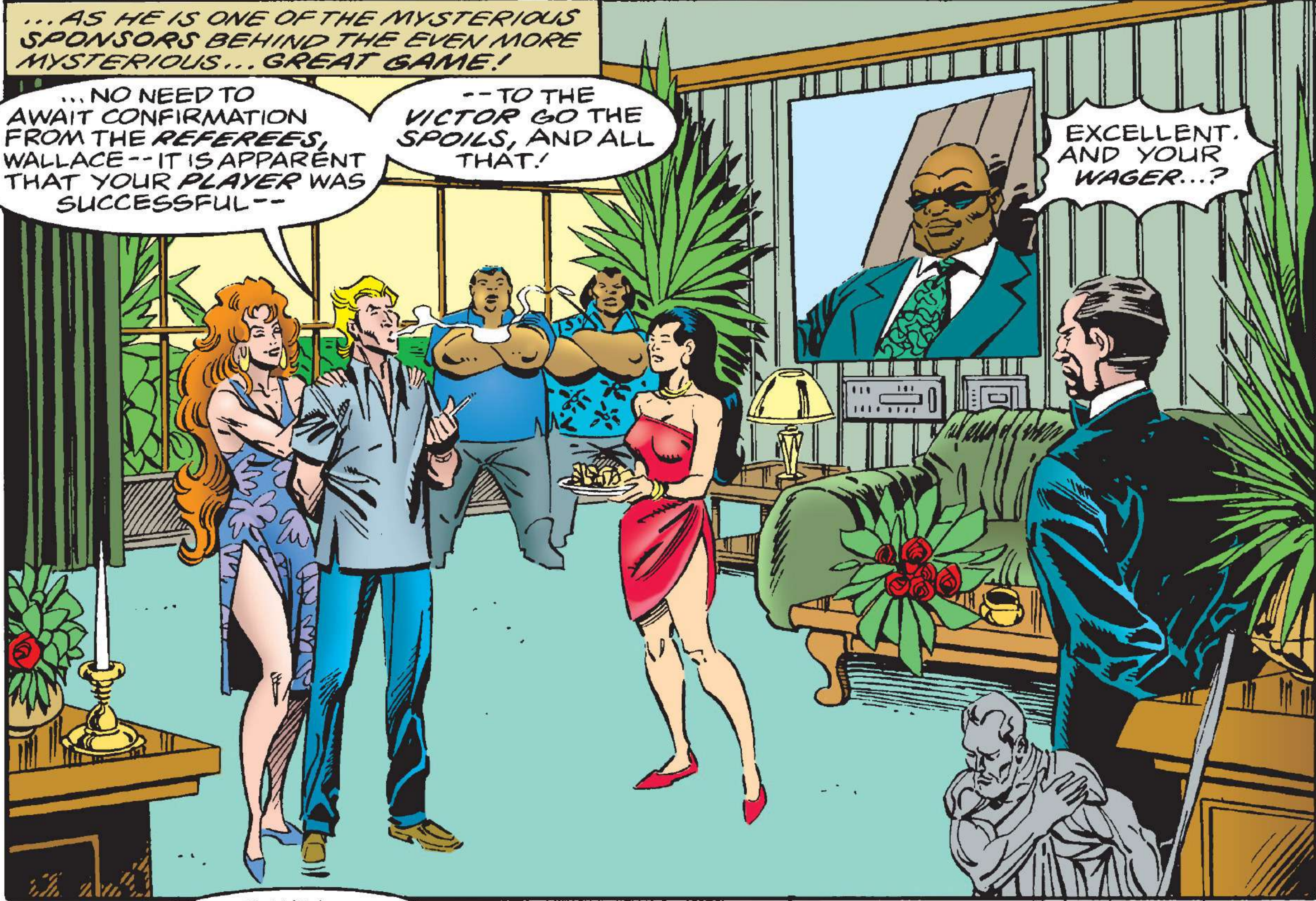
AND YET, DESPITE HIS CELEBRITY, HE
DOES WELL IN CONCEALING HIS MORE...
CLANDESTINE ACTIVITIES...

... AS HE IS ONE OF THE MYSTERIOUS
SPONSORS BEHIND THE EVEN MORE
MYSTERIOUS... GREAT GAME!

... NO NEED TO
AWAIT CONFIRMATION
FROM THE REFEREES,
WALLACE-- IT IS APPARENT
THAT YOUR PLAYER WAS
SUCCESSFUL--

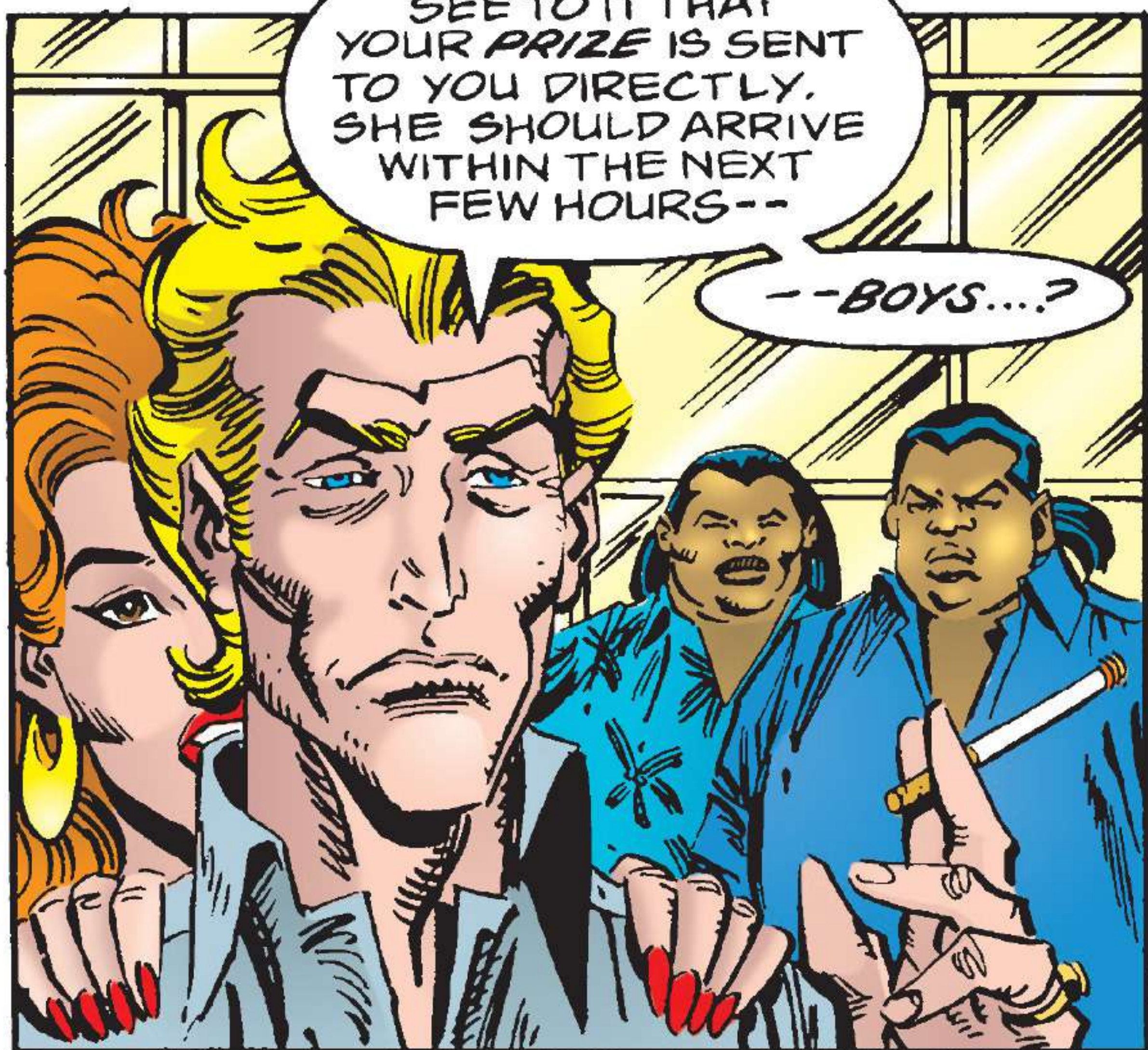
-- TO THE
VICTOR GO THE
SPOILS, AND ALL
THAT!

EXCELLENT.
AND YOUR
WAGER...?



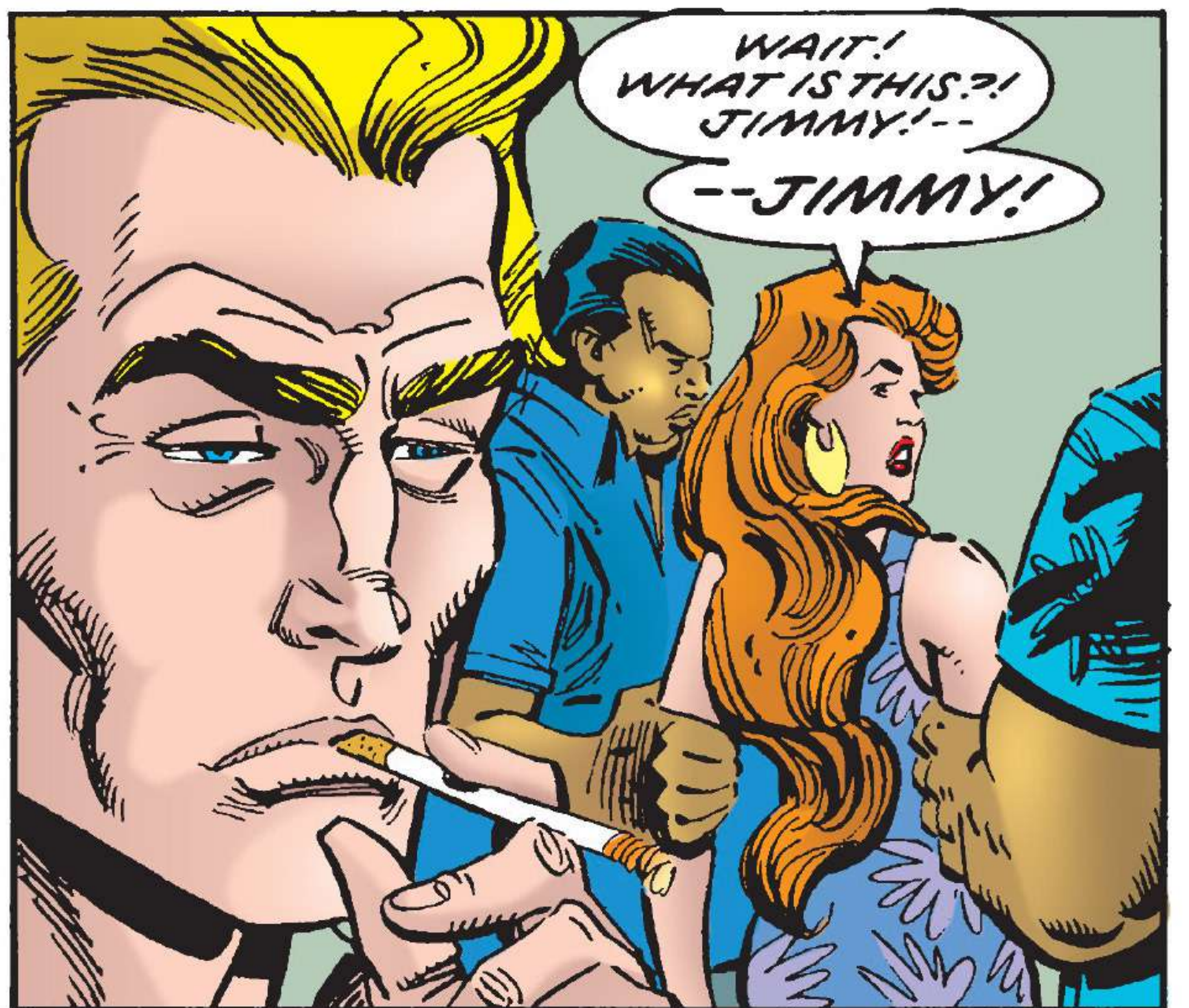
I WILL
SEE TO IT THAT
YOUR PRIZE IS SENT
TO YOU DIRECTLY.
SHE SHOULD ARRIVE
WITHIN THE NEXT
FEW HOURS--

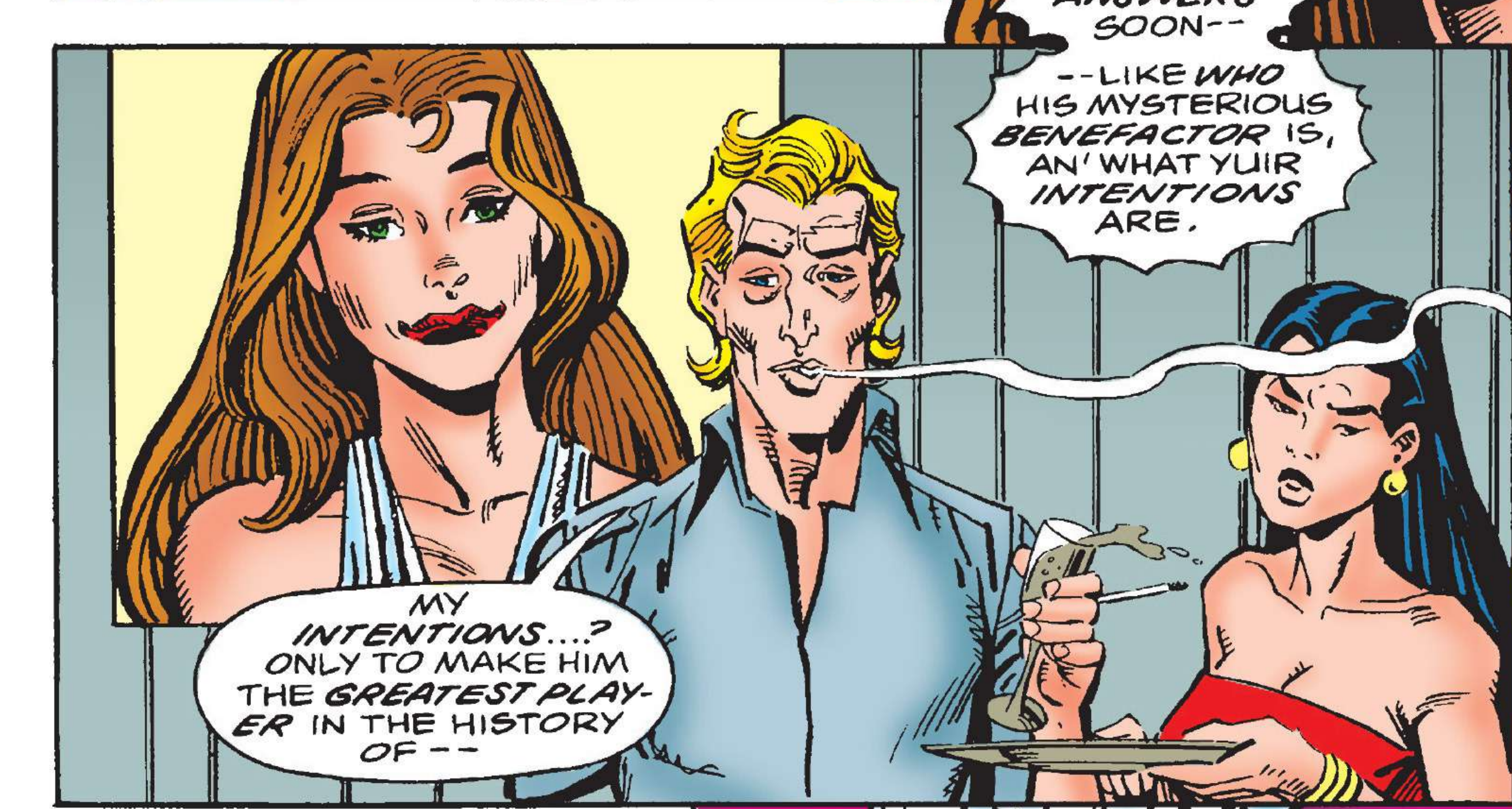
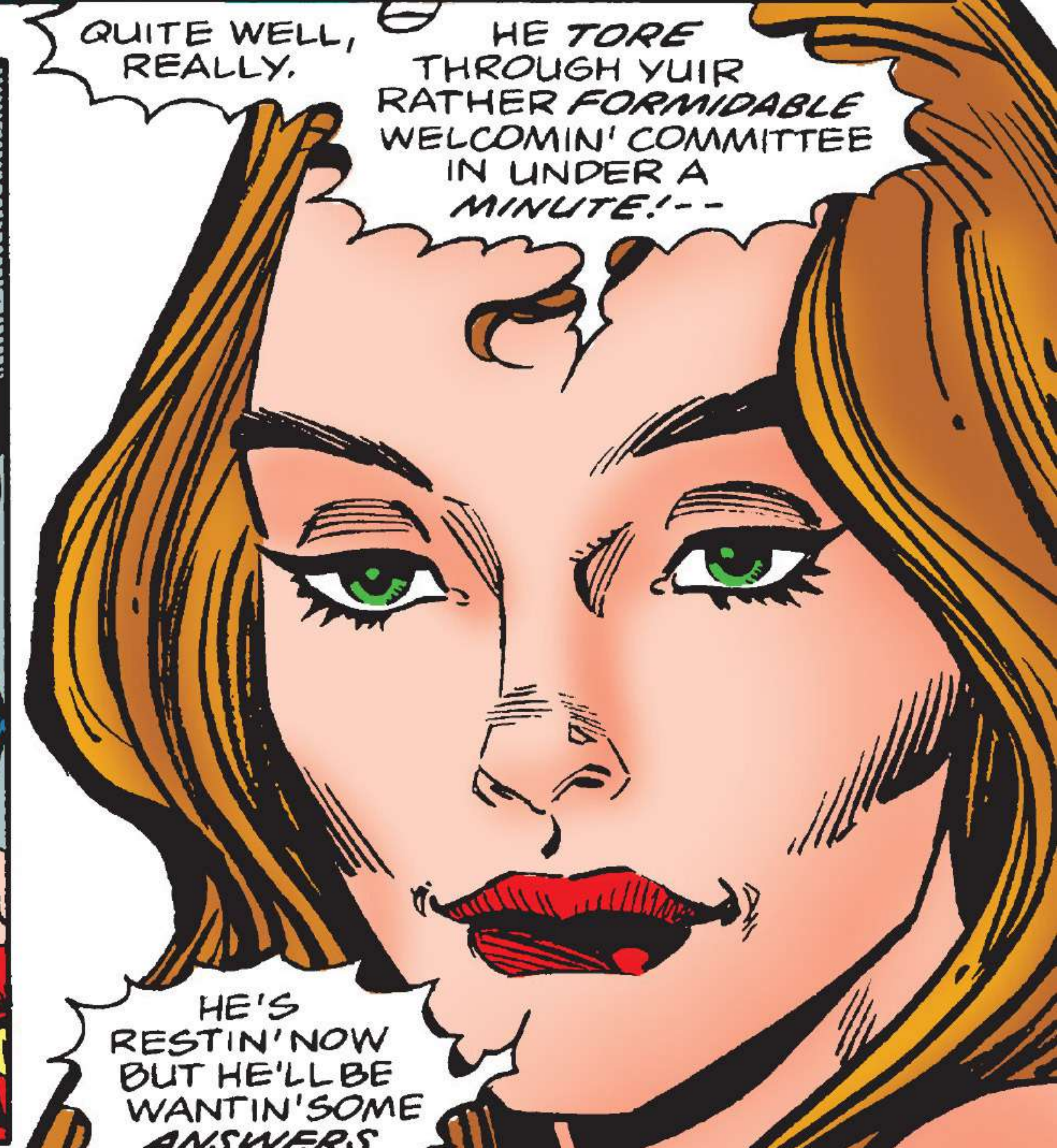
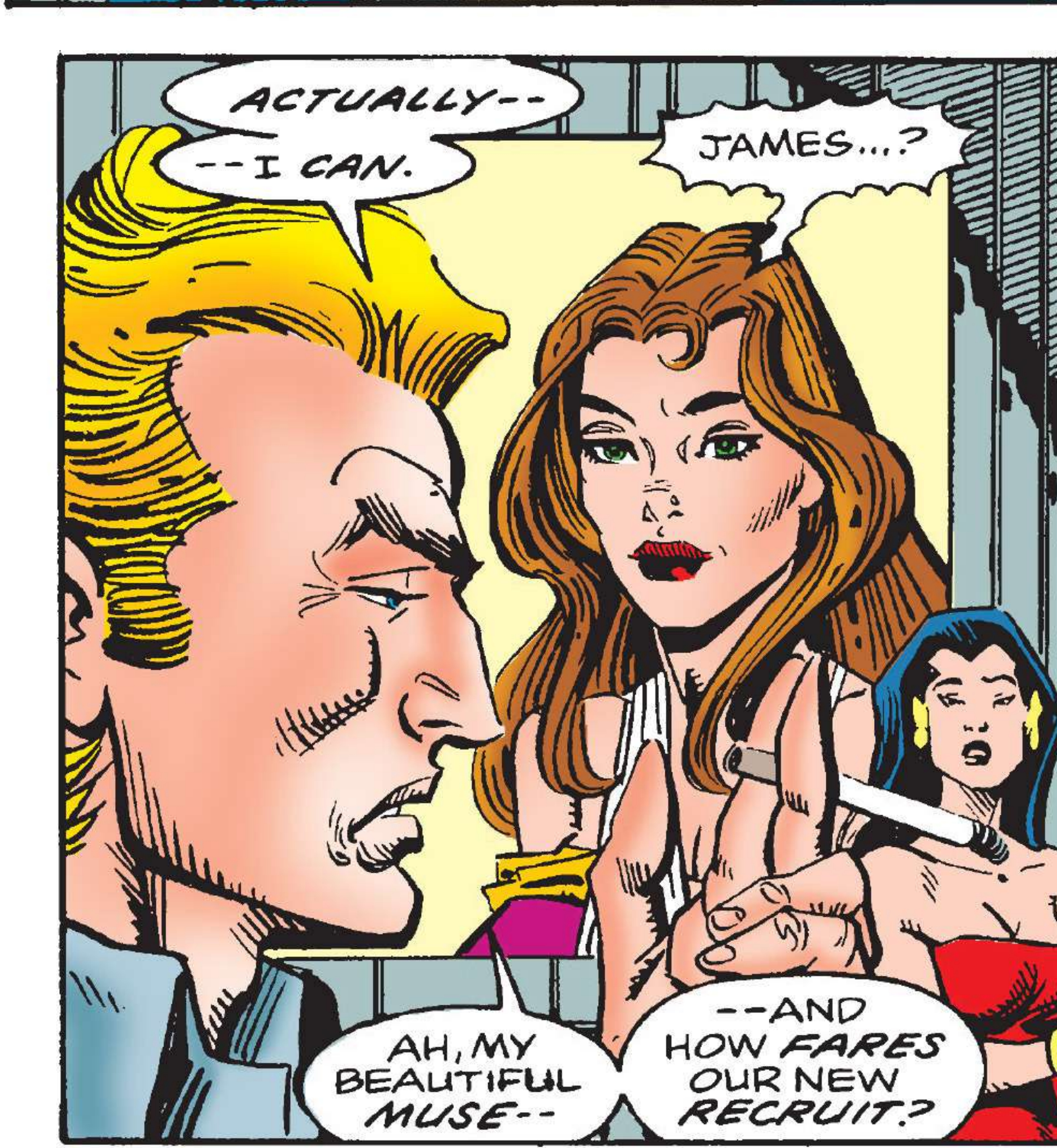
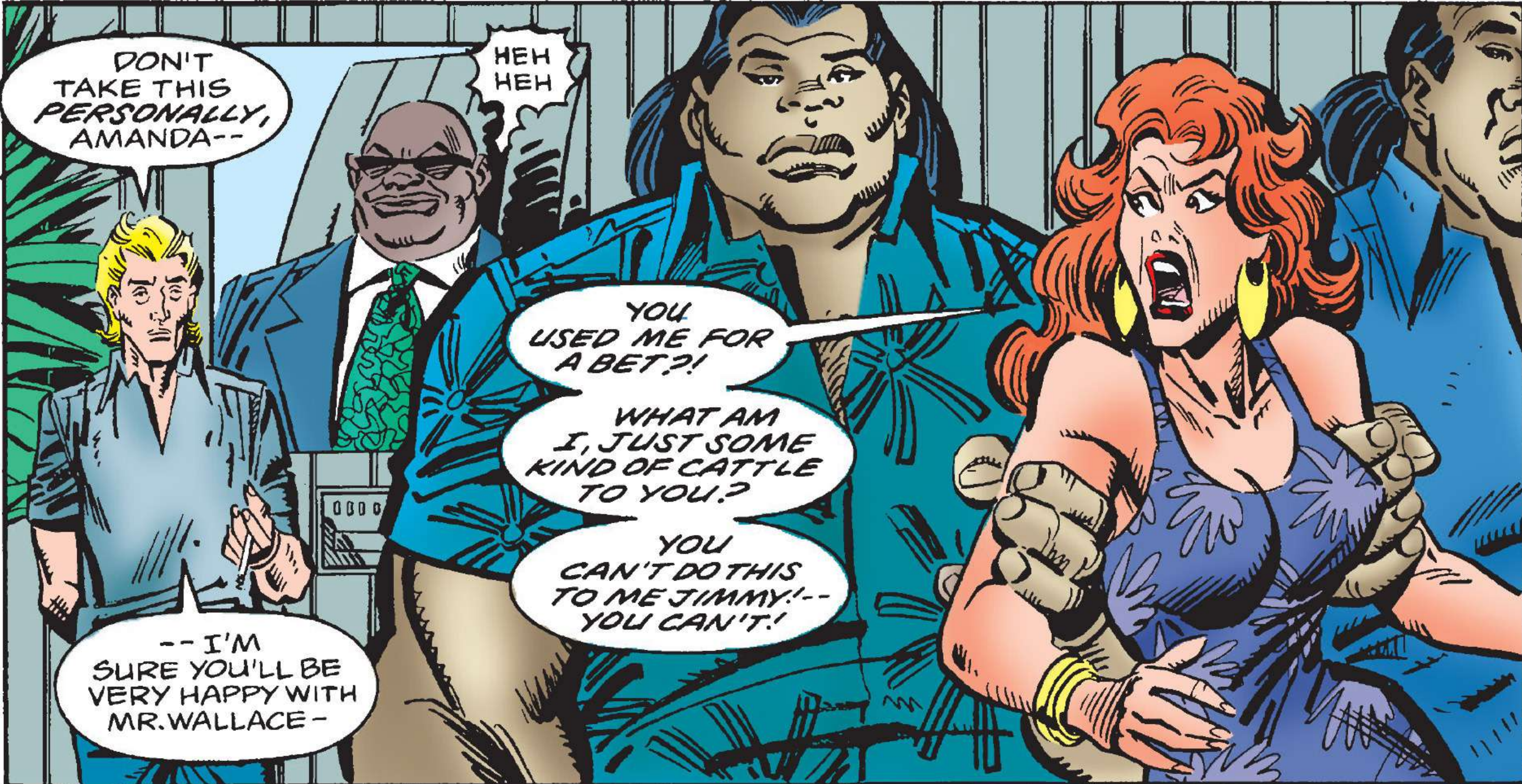
--BOYS...?

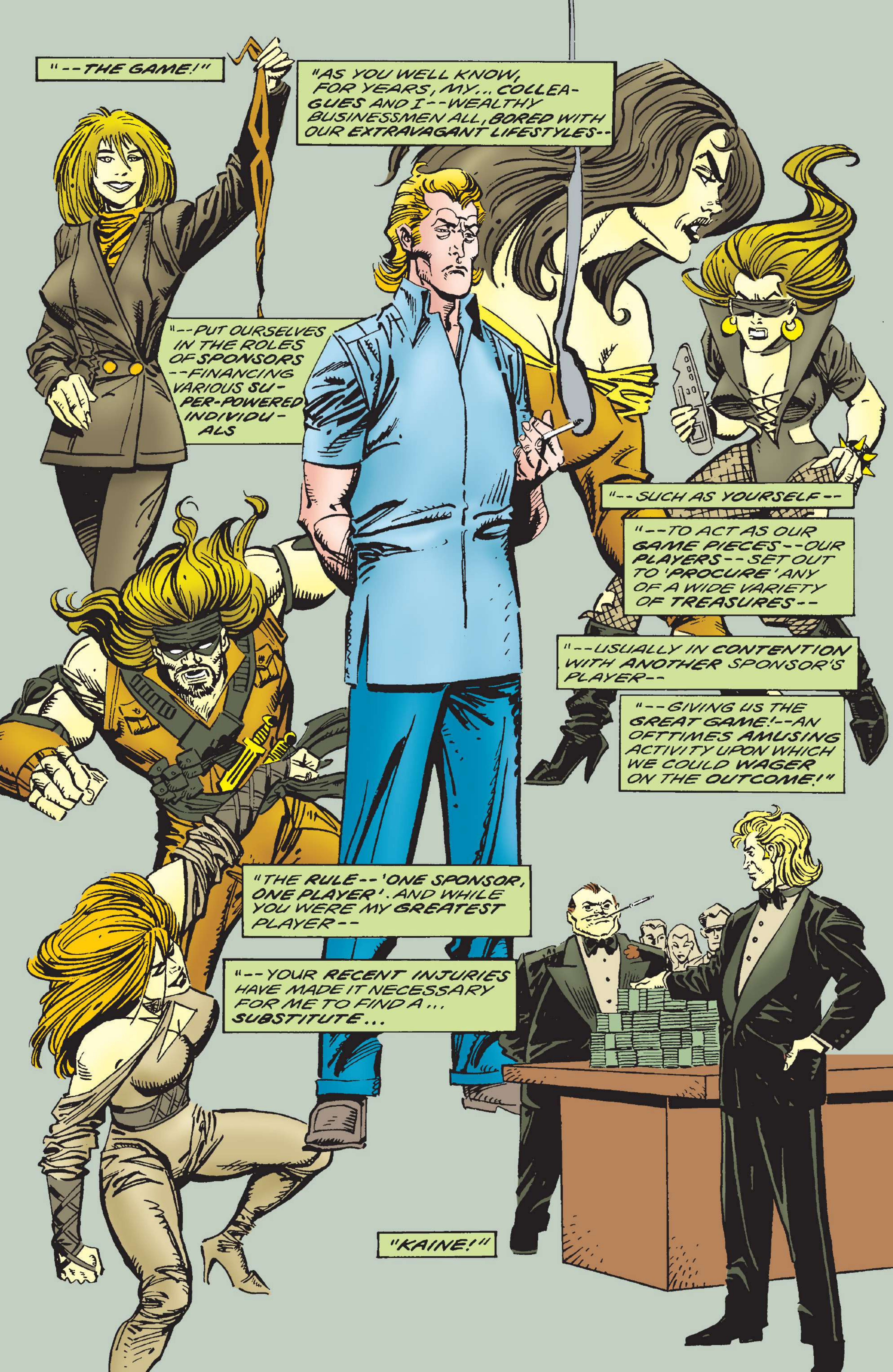


WAIT!
WHAT IS THIS?!
JIMMY!--

--JIMMY!







"-- THE GAME!"

"AS YOU WELL KNOW,
FOR YEARS, MY... COLLEA-
GUES AND I-- WEALTHY
BUSINESSMEN ALL, BORED WITH
OUR EXTRAVAGANT LIFESTYLES--

"-- PUT OURSELVES
IN THE ROLES
OF SPONSORS
-- FINANCING
VARIOUS SU-
PER-POWERED
INDIVIDU-
ALS

"-- SUCH AS YOURSELF --

"-- TO ACT AS OUR
GAME PIECES -- OUR
PLAYERS -- SET OUT
TO 'PROCURE' ANY
OF A WIDE VARIETY
OF TREASURES --

"-- USUALLY IN CONTENTION
WITH ANOTHER SPONSOR'S
PLAYER --

"-- GIVING US THE
GREAT GAME! -- AN
OFTTIMES AMUSING
ACTIVITY UPON WHICH
WE COULD WAGER
ON THE OUTCOME!"

"THE RULE -- 'ONE SPONSOR,
ONE PLAYER'. AND WHILE
YOU WERE MY GREATEST
PLAYER --

"-- YOUR RECENT INJURIES
HAVE MADE IT NECESSARY
FOR ME TO FIND A...
SUBSTITUTE...

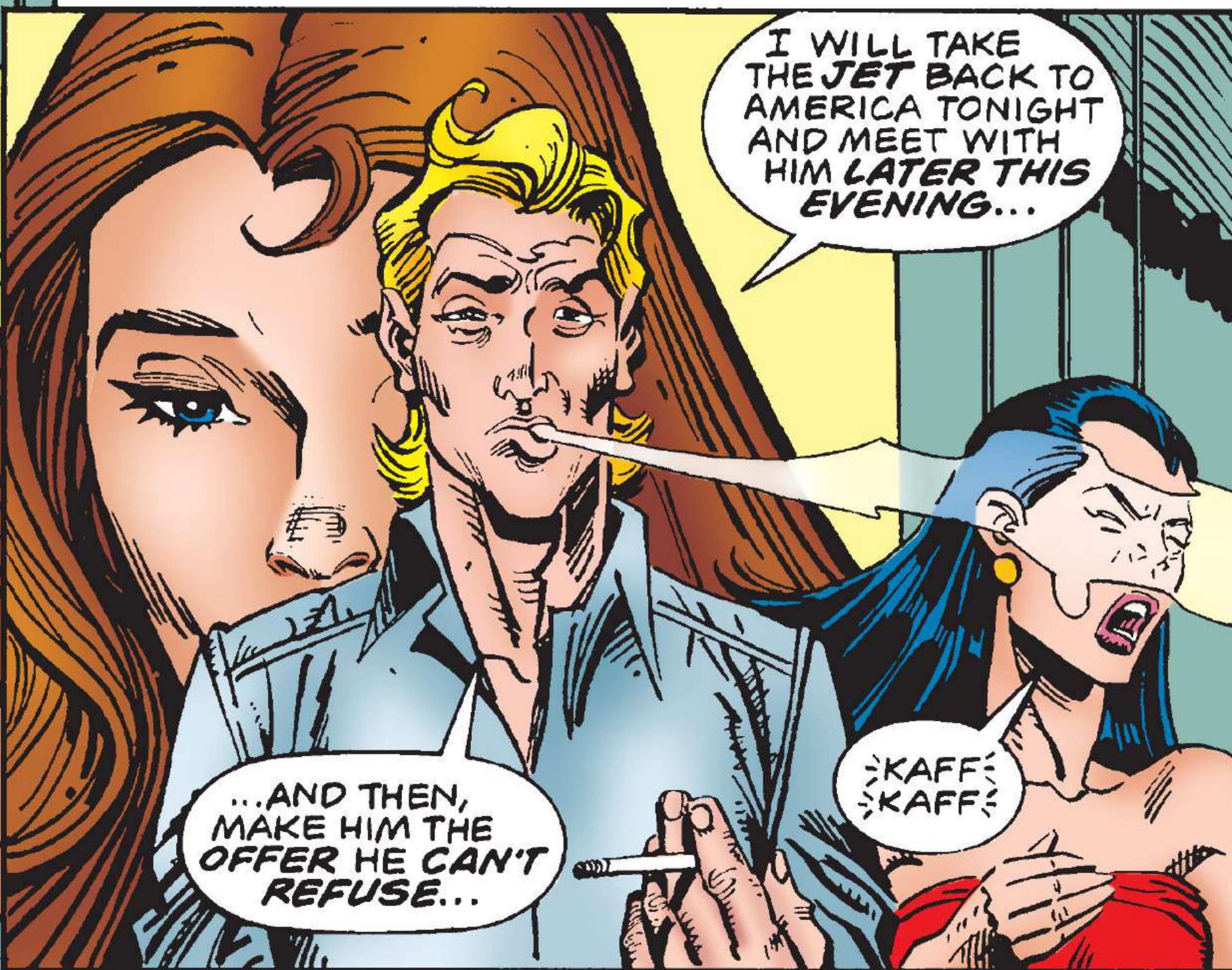
"KAINE!"



SO, SEE THAT HE IS **COMFORTABLE**, MY DEAR--TREAT HIM AS A **KING!** GIVE HIM **ANYTHING HE WISHES!**

I'M CERTAIN THAT HE WILL HAVE MANY **QUESTIONS**--MOST LIKELY ABOUT HOW IT IS HE IS STILL **ALIVE...**

TELL HIM WHATEVER IT IS HE WISHES TO KNOW.



I WILL TAKE THE **JET** BACK TO AMERICA TONIGHT AND MEET WITH HIM **LATER THIS EVENING...**

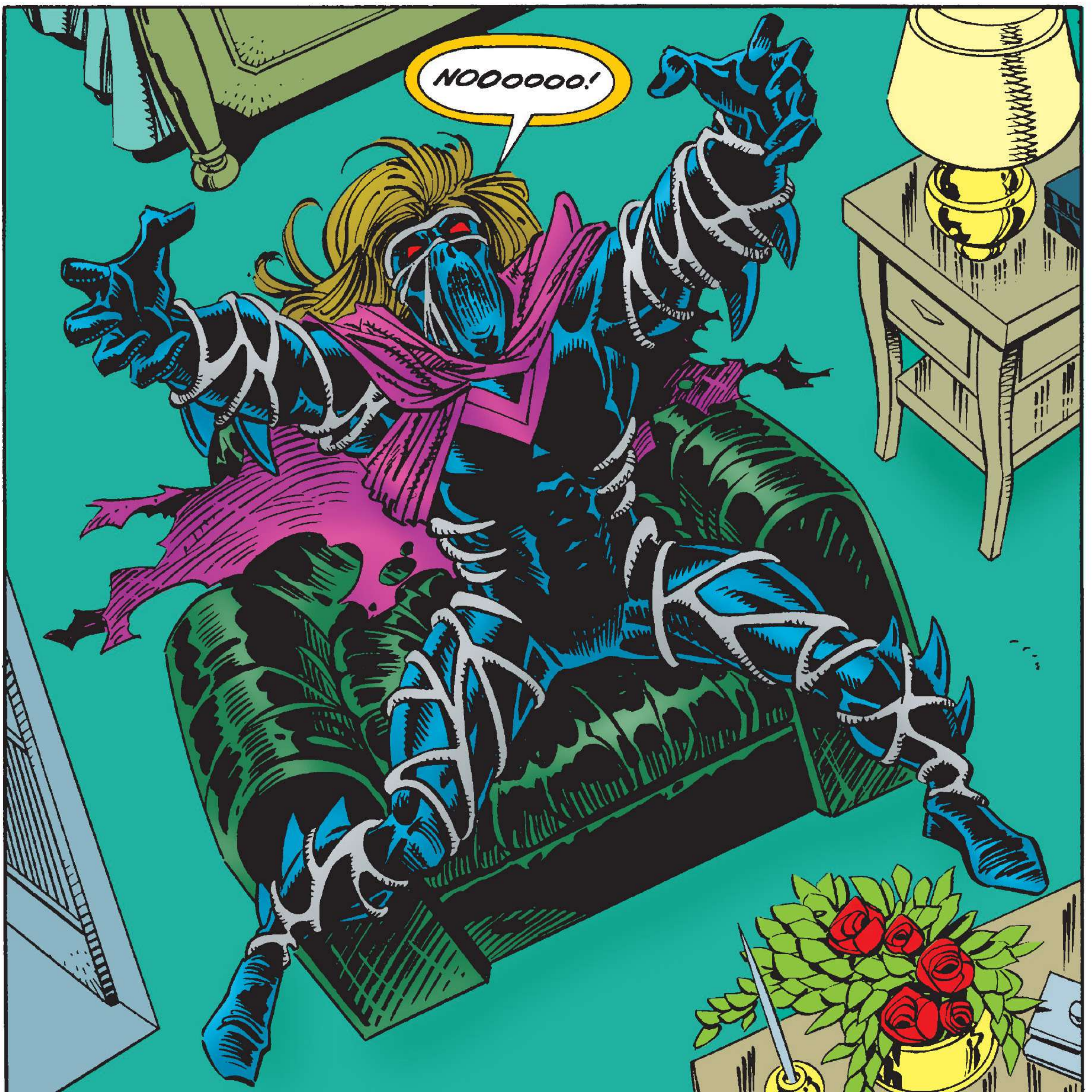
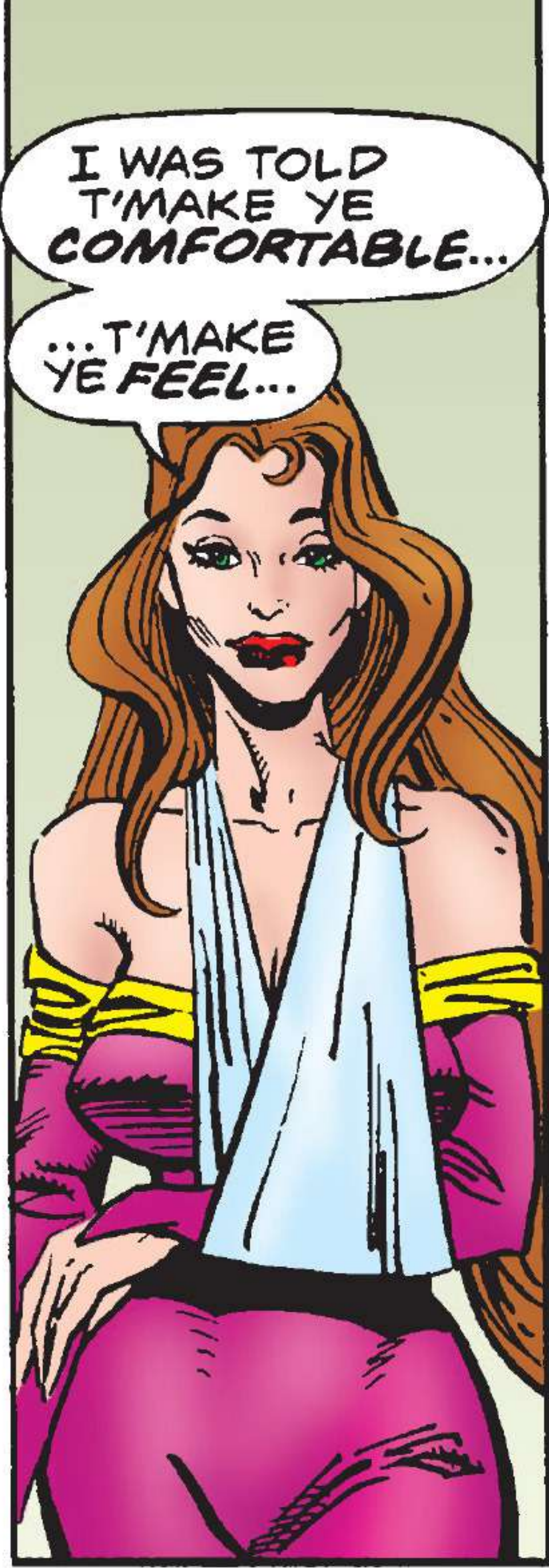
...AND THEN, MAKE HIM THE **OFFER HE CAN'T REFUSE...**

KAFF KAFF

AND, LATER THAT EVENING...



KAINE...?

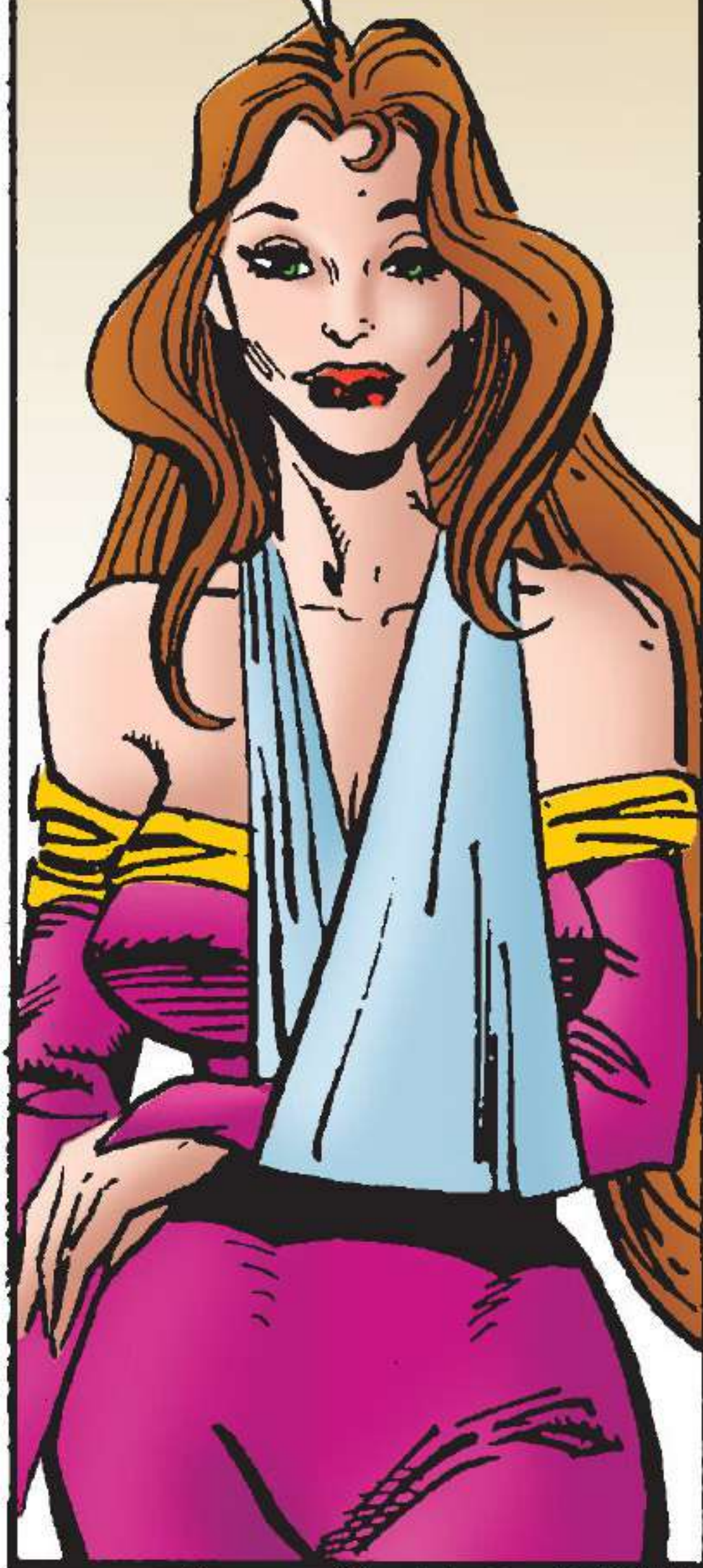




KAINE...?
'TIS ONLY
ME...

...SHANNON...

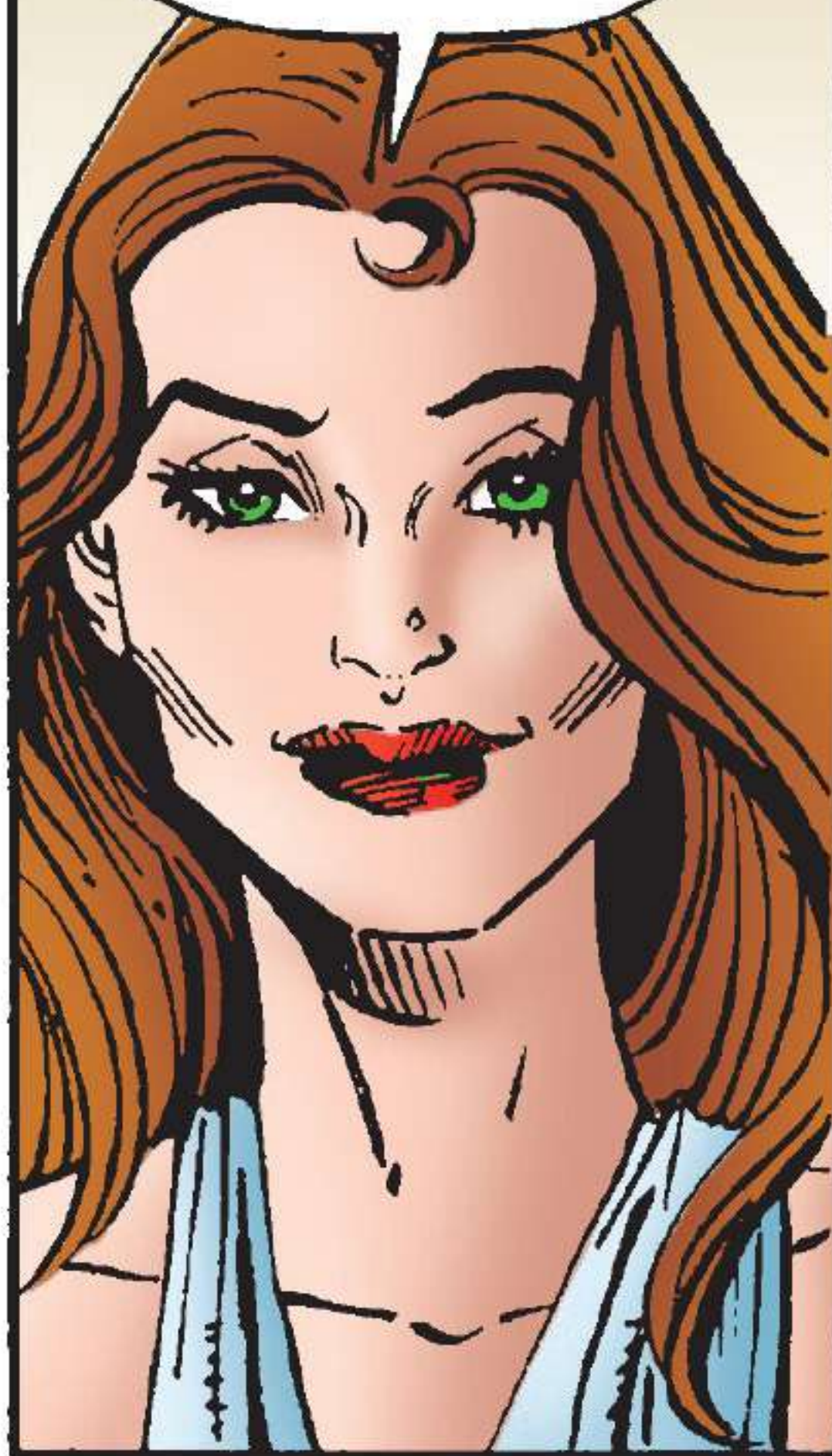
ARE YE ALL RIGHT,
THEN? I THOUGHT
I HEARD A...



...A
SCREAM...?

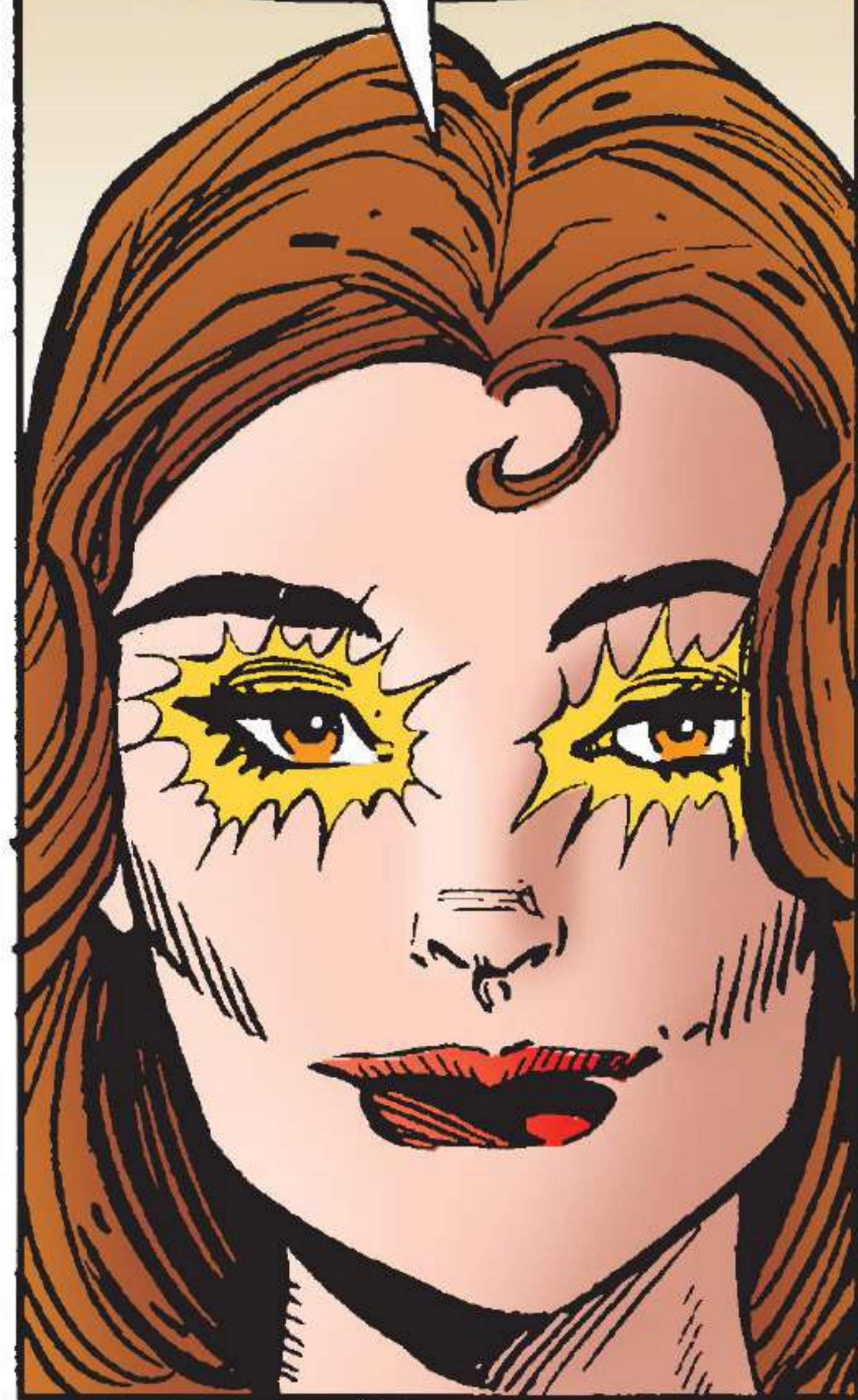
I WAS TOLD
T'MAKE YE
COMFORTABLE...

...YE'LL HAVE
ME THINKIN'
I'M NOT DOIN'
ME JOB!



YE'D TELL ME,
WOULDN'T YE--

--IF THERE
WAS ANYTHING
TROUBLIN' YE--



--IF THERE WAS
ANYTHING I COULD
GET YE...?

NO,
I--

--I HAVE THESE
VISIONS-- THESE
PREMONITIONS--

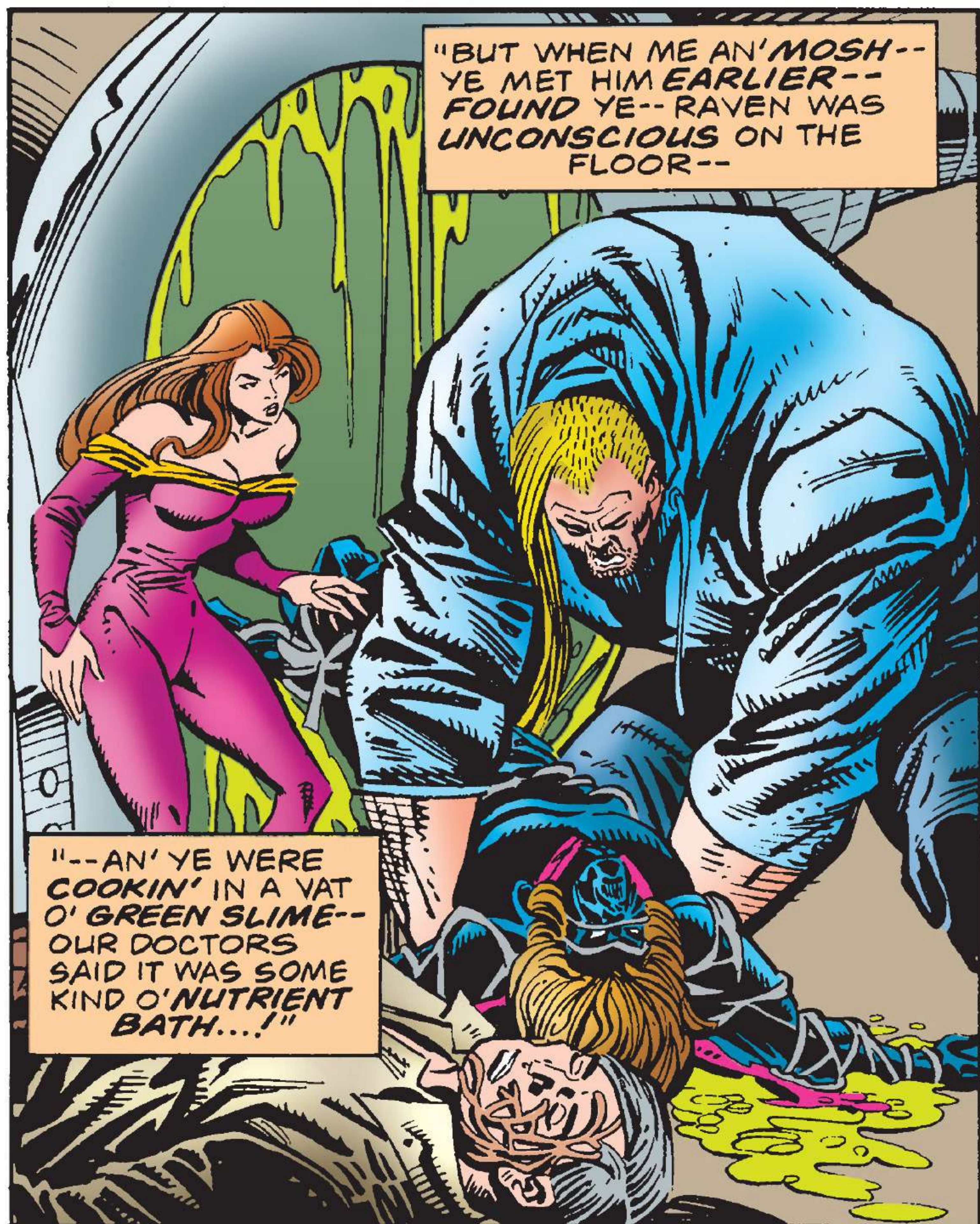
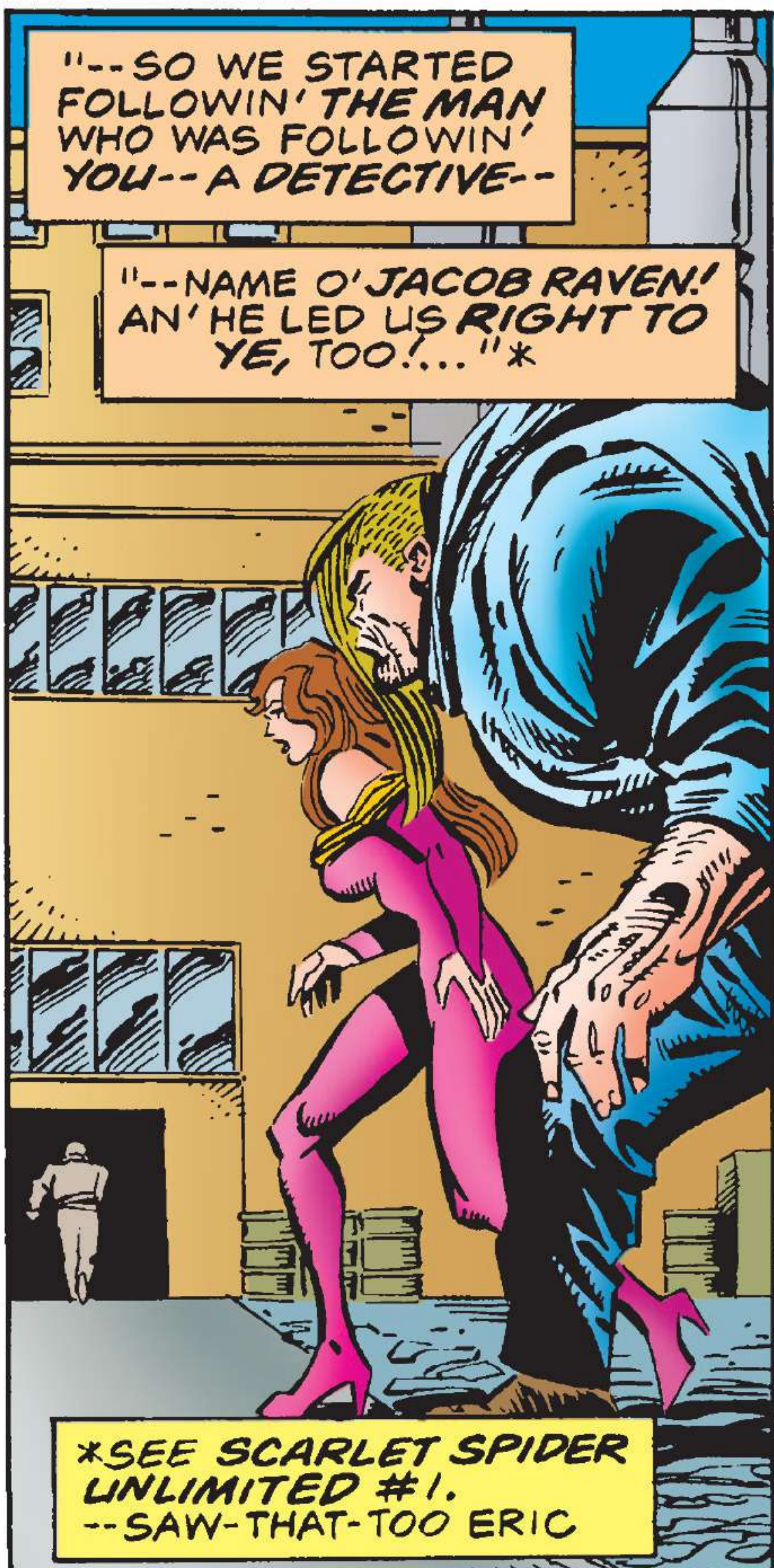
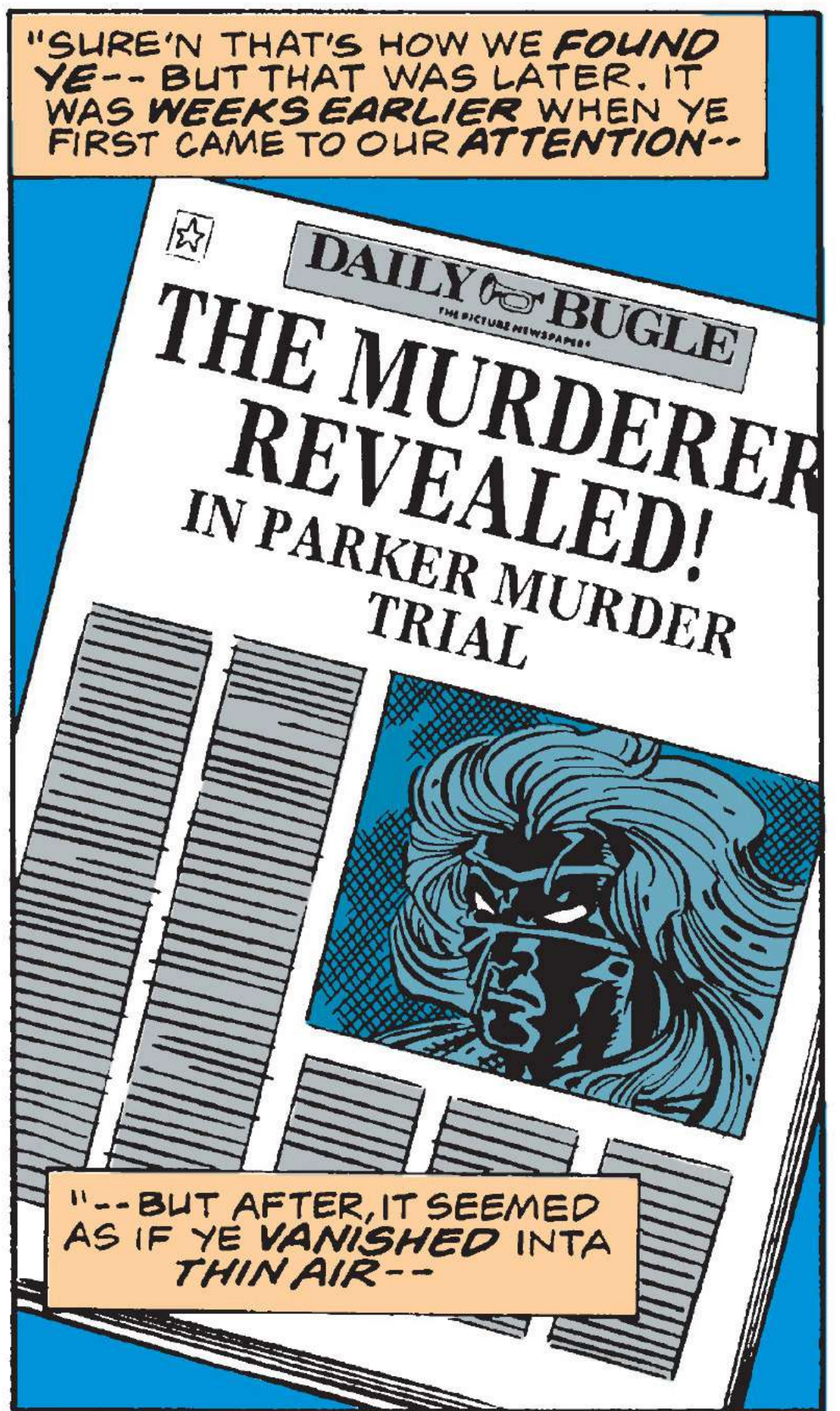
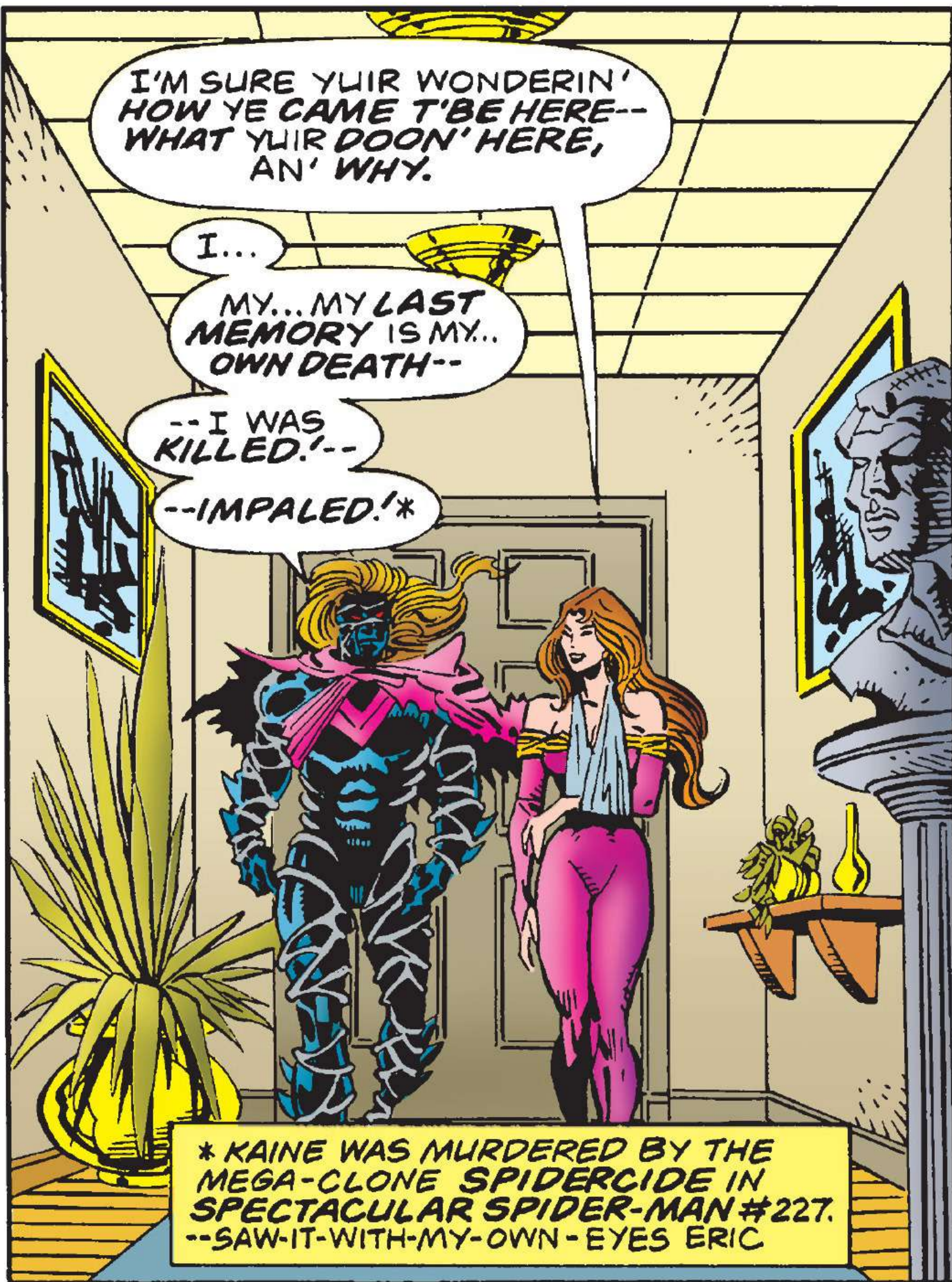
--GLIMPSES OF THE
FUTURE-- THEY CAN BE
VERY HORRIBLE--

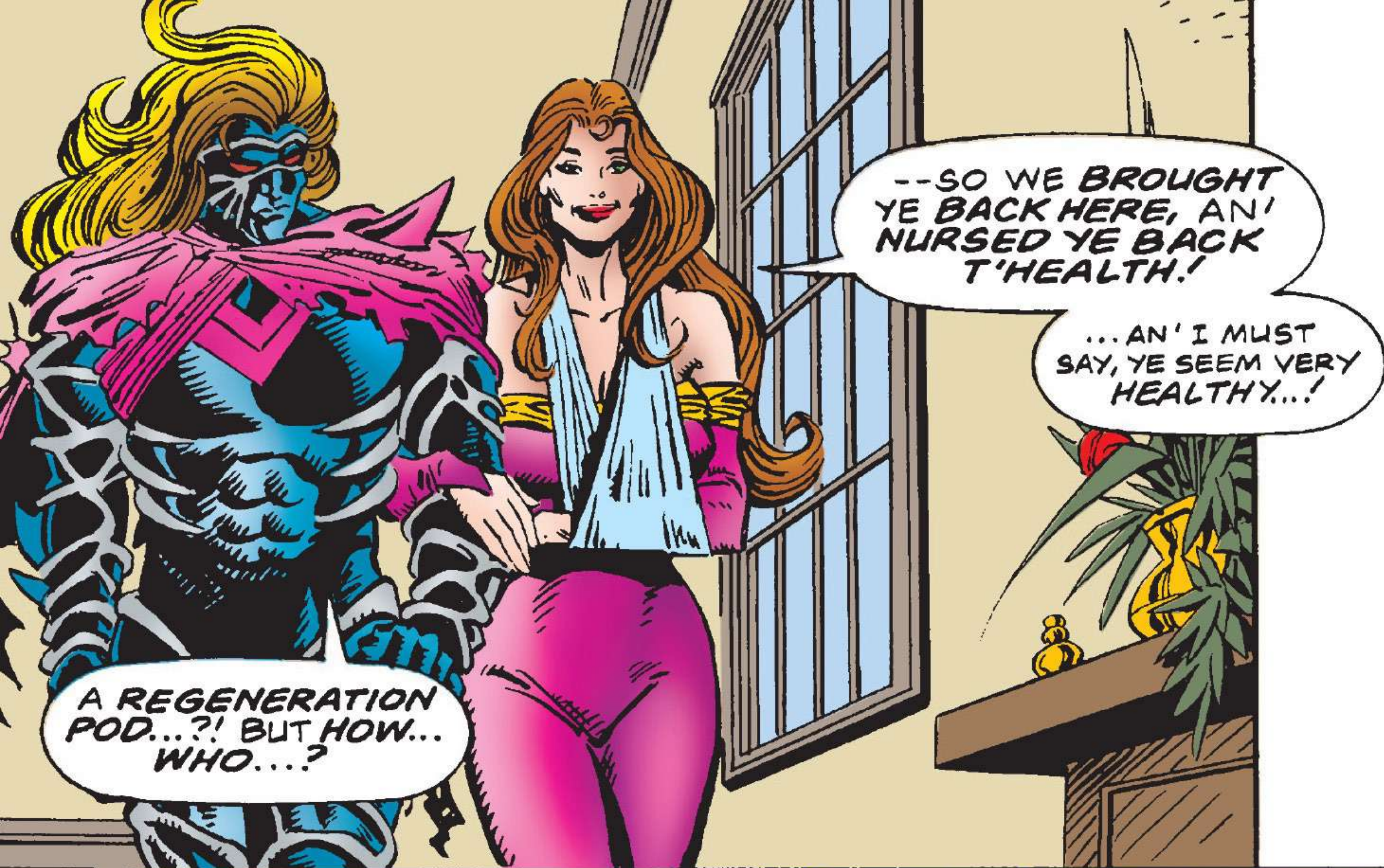
--PAINFUL.



YE'RE A SENSITIVE
ONE, THEN? I
COULD TELL.

WELL, COME ON,
THEN! THERE'S
NOTHIN' BETTER
THAN A NICE
WALK T'SHAKE
AWAY YUIR BAD
DREAMS!

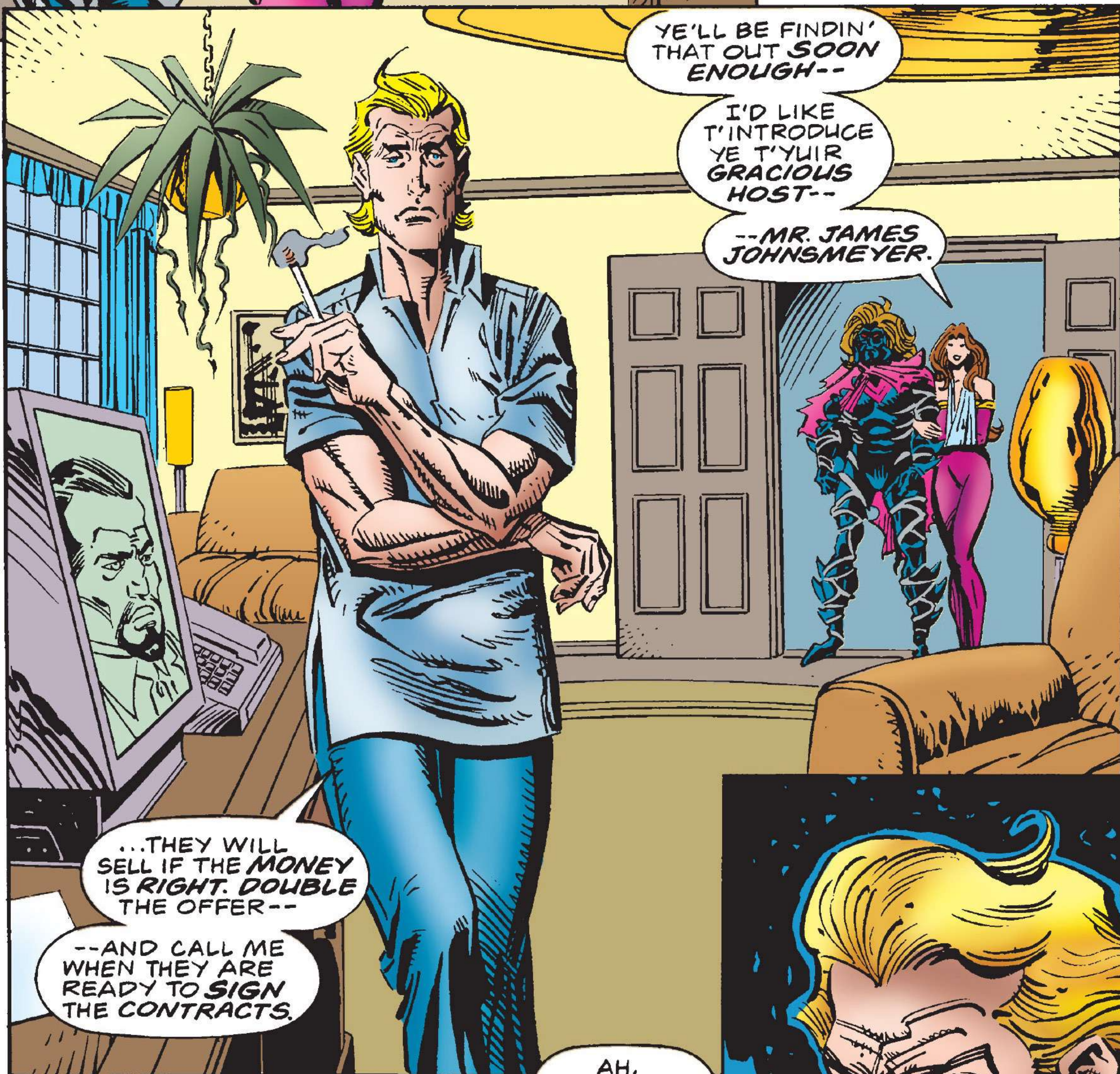




--SO WE BROUGHT
YE BACK HERE, AN'
NURSED YE BACK
T'HEALTH!

...AN' I MUST
SAY, YE SEEM VERY
HEALTHY...!

A REGENERATION
POD...?! BUT HOW...
WHO...?



YE'LL BE FINDIN'
THAT OUT **SOON**
ENOUGH--

I'D LIKE
T'INTRODUCE
YE T'YU'IR
GRACIOUS
HOST--

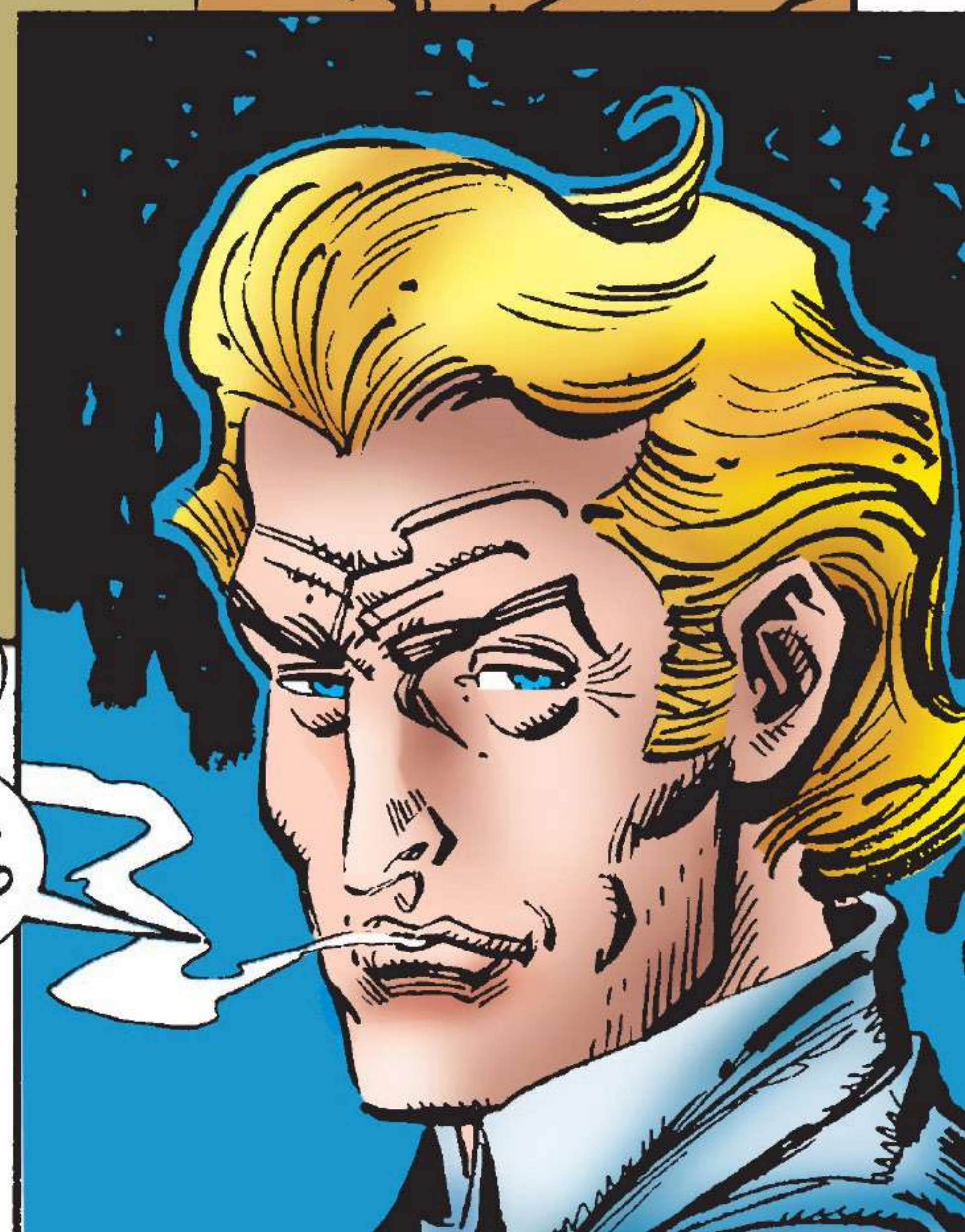
--MR. JAMES
JOHNSMEYER.

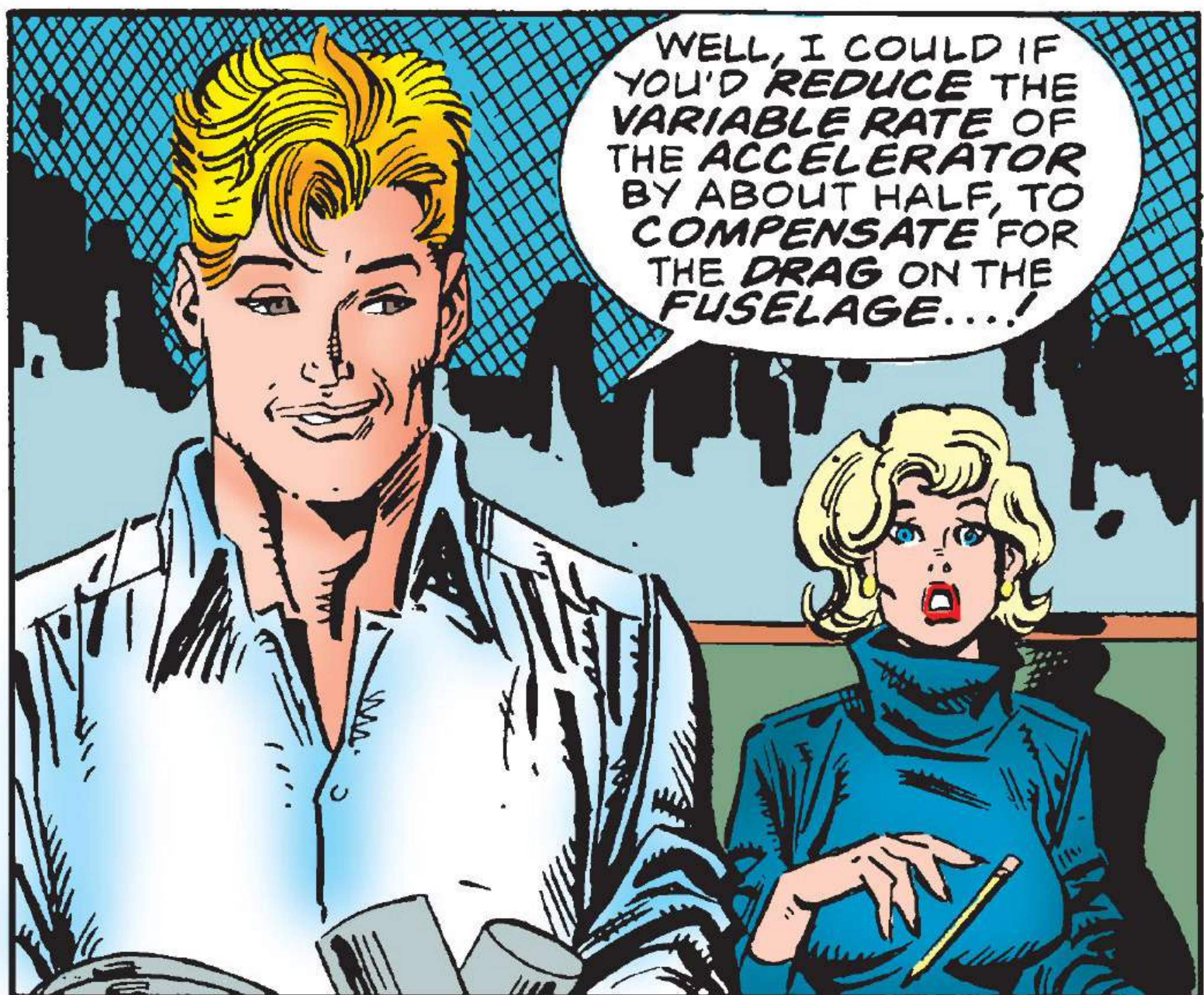
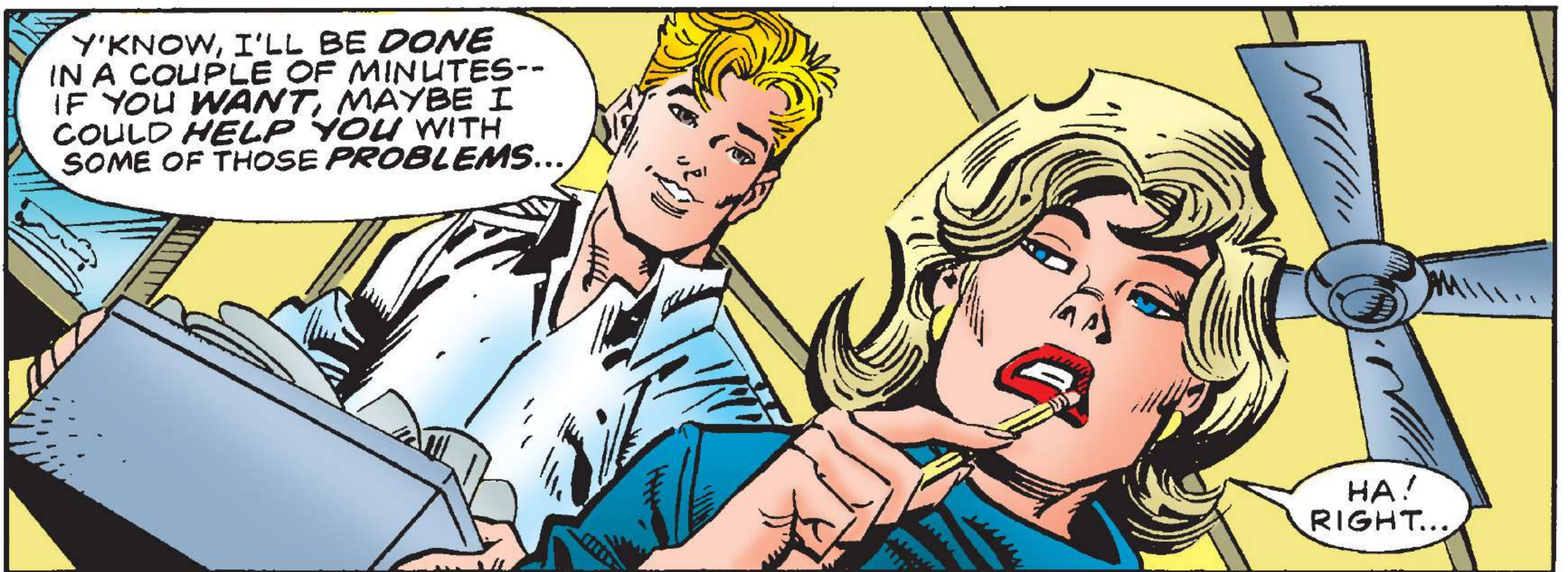
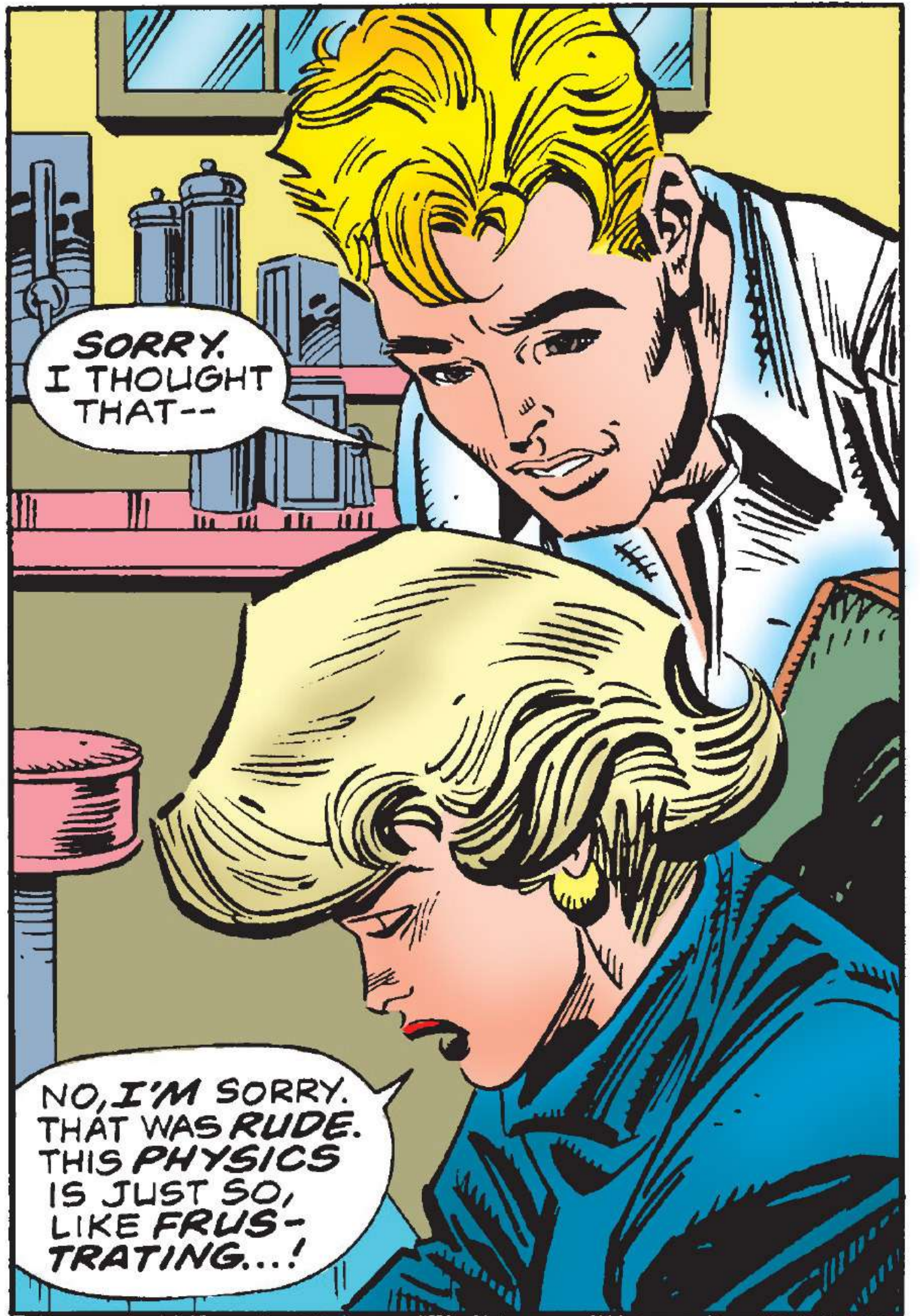
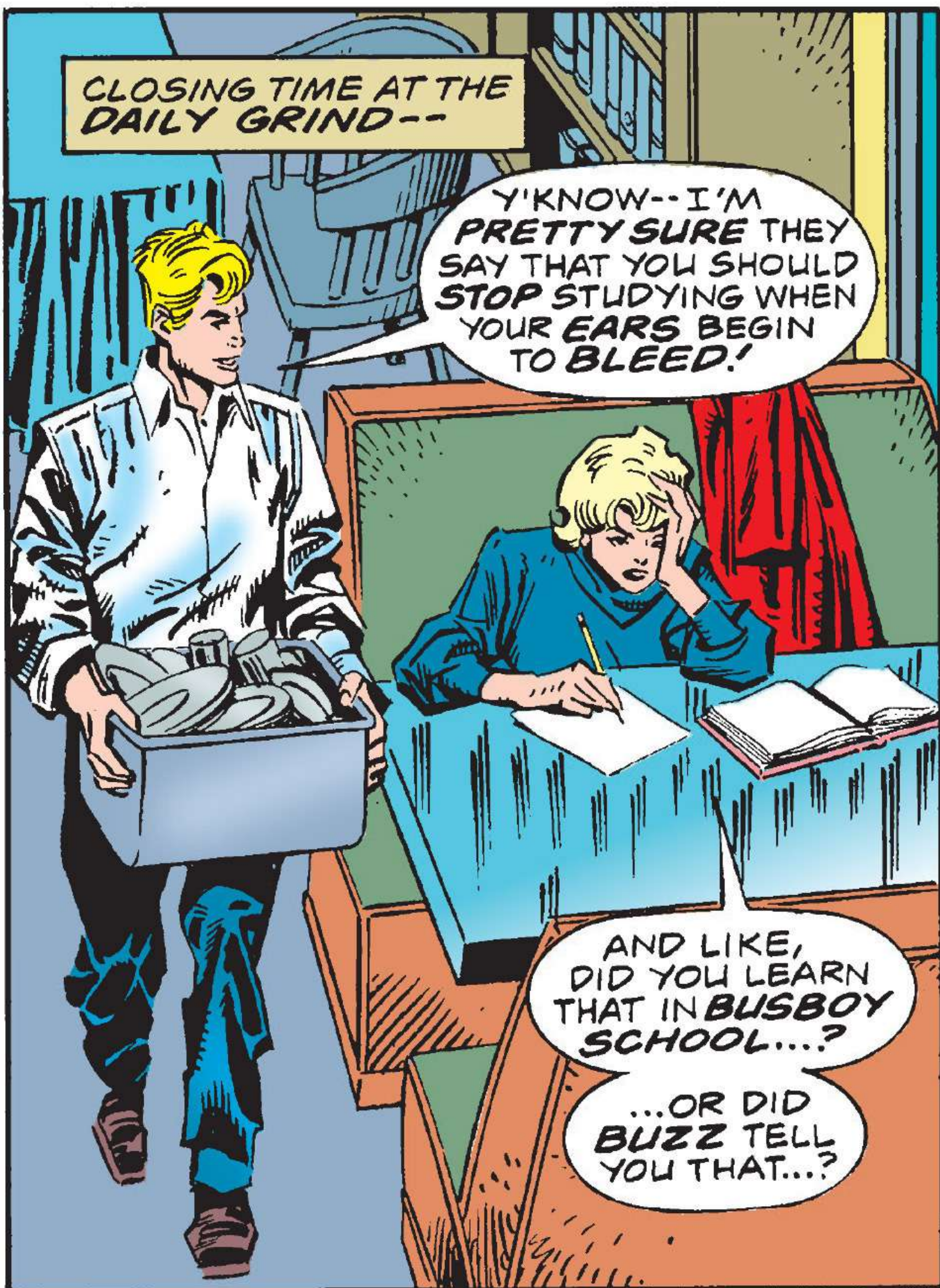
...THEY WILL
SELL IF THE **MONEY**
IS **RIGHT**. **DOUBLE**
THE OFFER--

--AND CALL ME
WHEN THEY ARE
READY TO **SIGN**
THE **CONTRACTS**.

AH,
KAINE--
WELCOME--

I'M SO GLAD
THAT YOU COULD
ELUDE **DEATH** TO
JOIN US...



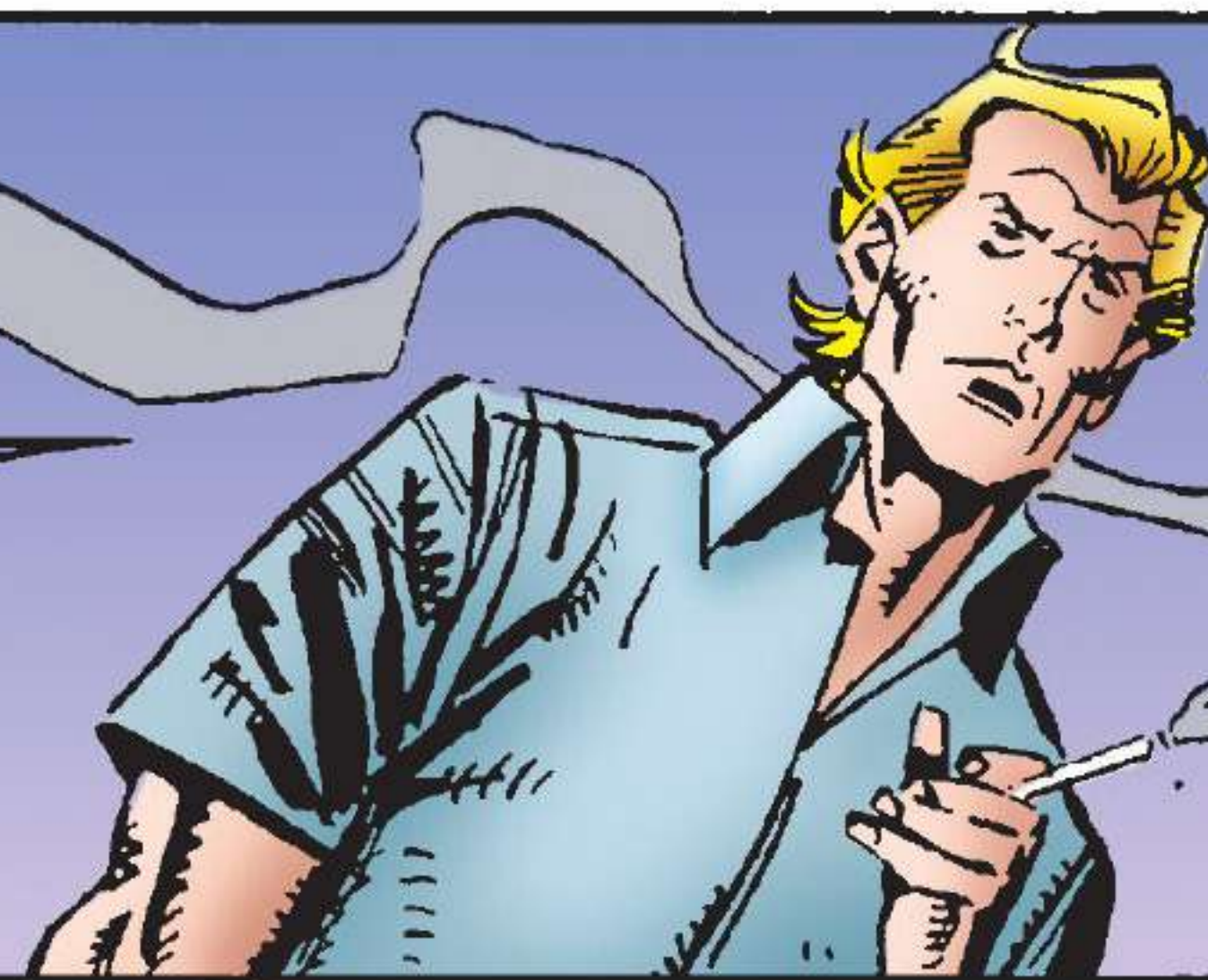


... SO THAT
IS MY SITUATION,
KAINE.

I AM A
DISGUSTINGLY
WEALTHY MAN,
BORED OUT OF MY
MIND BY THE MUNDANE
AND TRIVIAL PURSUITS
OF THOSE OF MY
STATION.

I CRAVE
THE ACTION AND
EXCITEMENT,
BUT MY BUSINESS
DEALINGS KEEP ME
MUCH TOO BUSY.

AND SO,
I MUST EXPERIENCE
THEM VICARIOUSLY,
THROUGH THE AC-
TIONS OF MY
PLAYER...

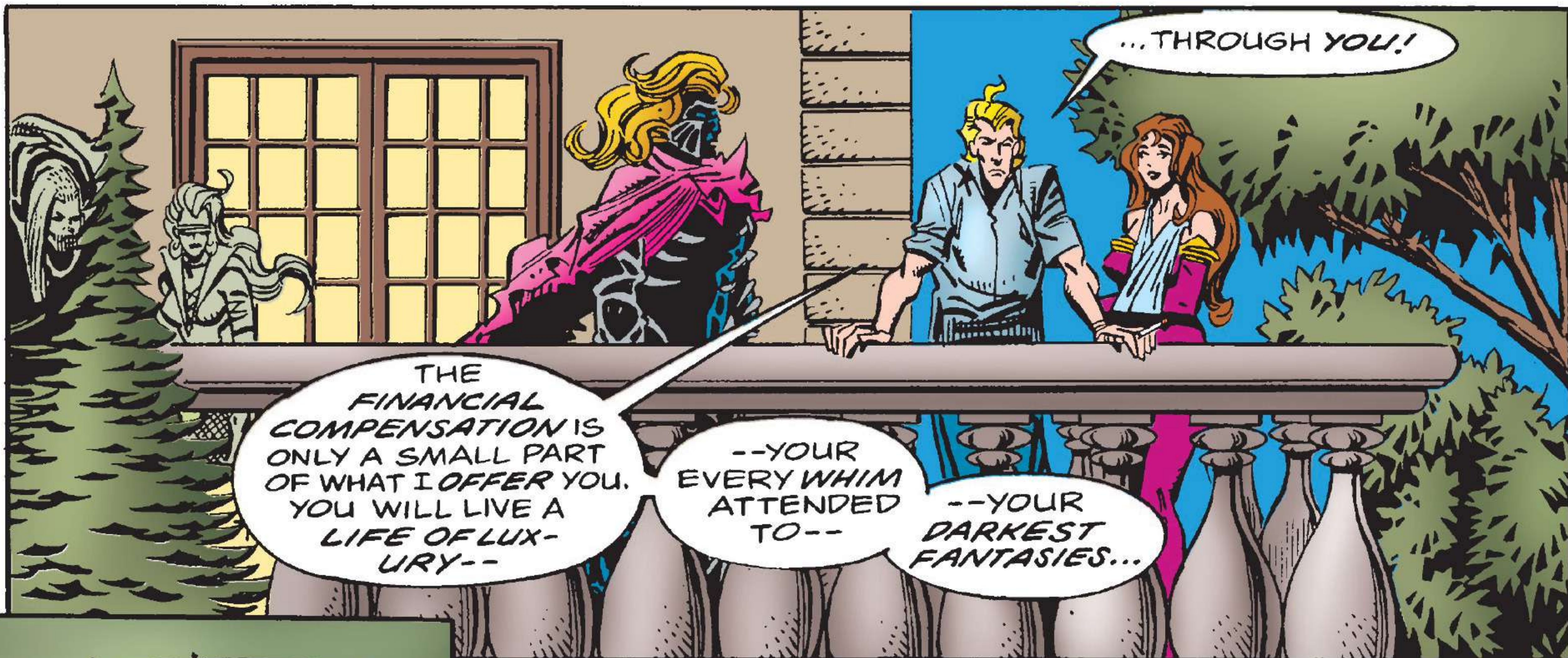


...THROUGH YOU!

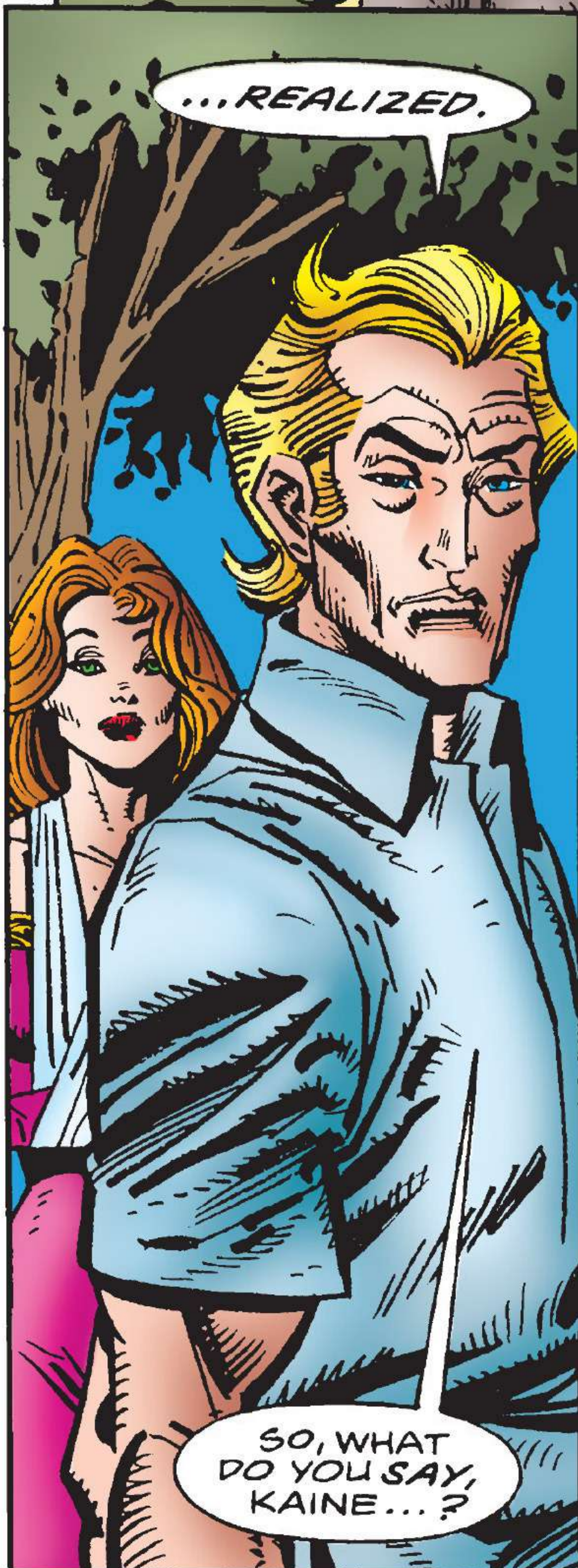
THE
FINANCIAL
COMPENSATION IS
ONLY A SMALL PART
OF WHAT I OFFER YOU.
YOU WILL LIVE A
LIFE OF LUX-
URY--

--YOUR
EVERY WHIM
ATTENDED
TO--

--YOUR
DARKEST
FANTASIES...



...REALIZED.



SO, WHAT
DO YOU SAY,
KAINE...?

I REFUSE.

YOU'VE
"SAVED" MY LIFE--
RESCUED ME FROM
DEATH'S DARK
EMBRACE--

--RETURNED
ME TO AN EXISTENCE
FULL OF NOTHING BUT
SCARS AND PAIN--
AND YOU THINK
OF IT AS A
"GIFT!"

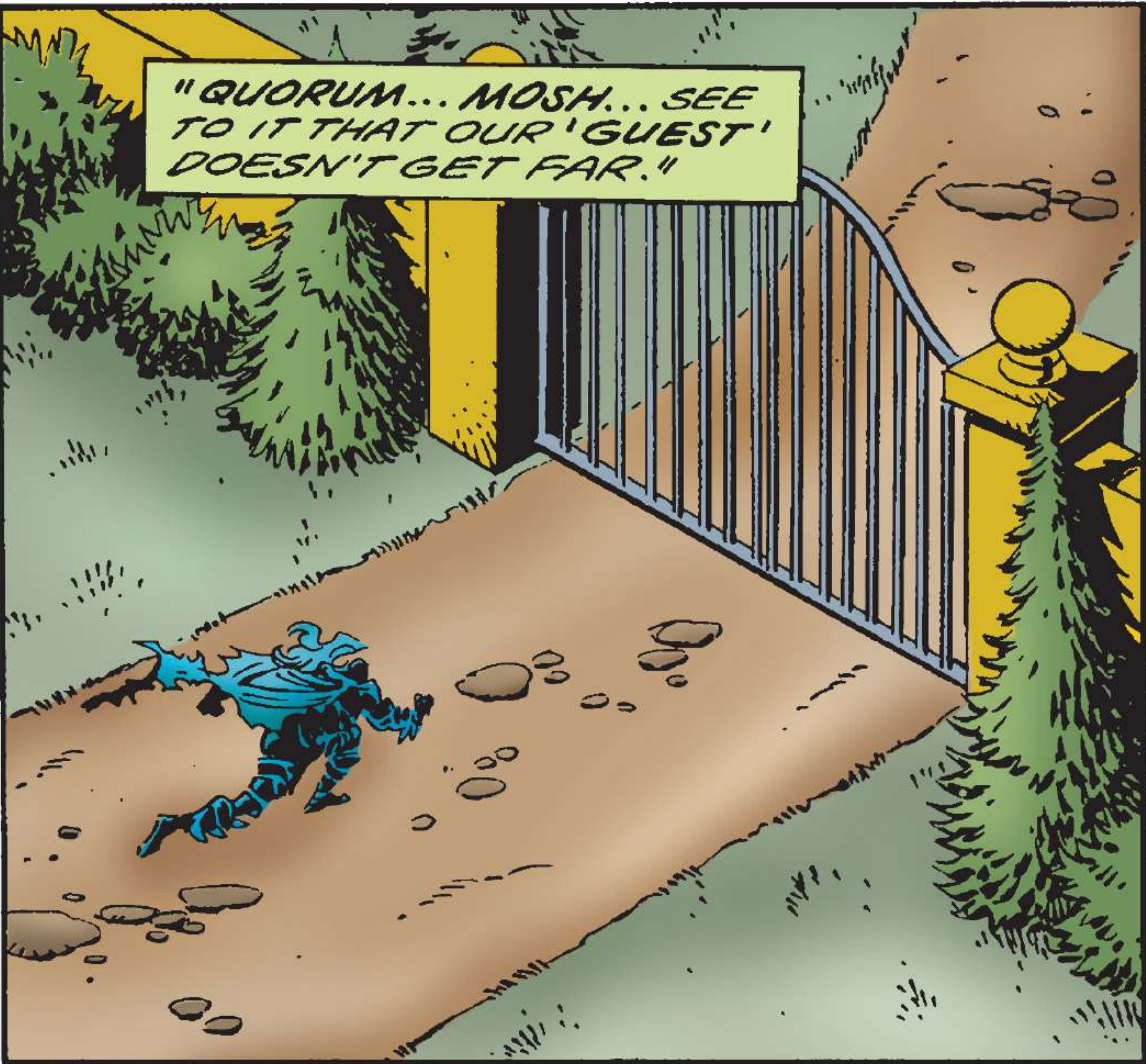


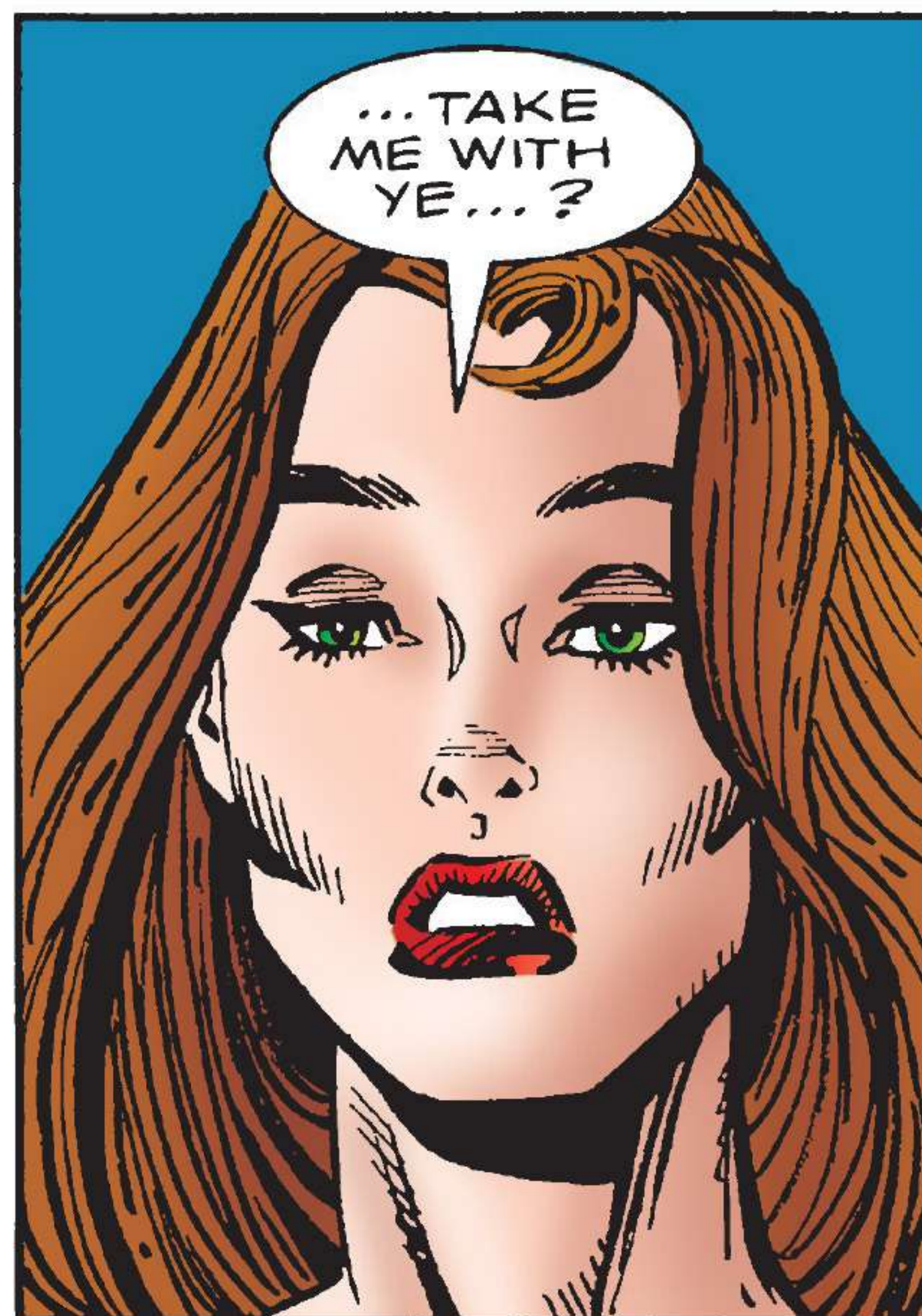
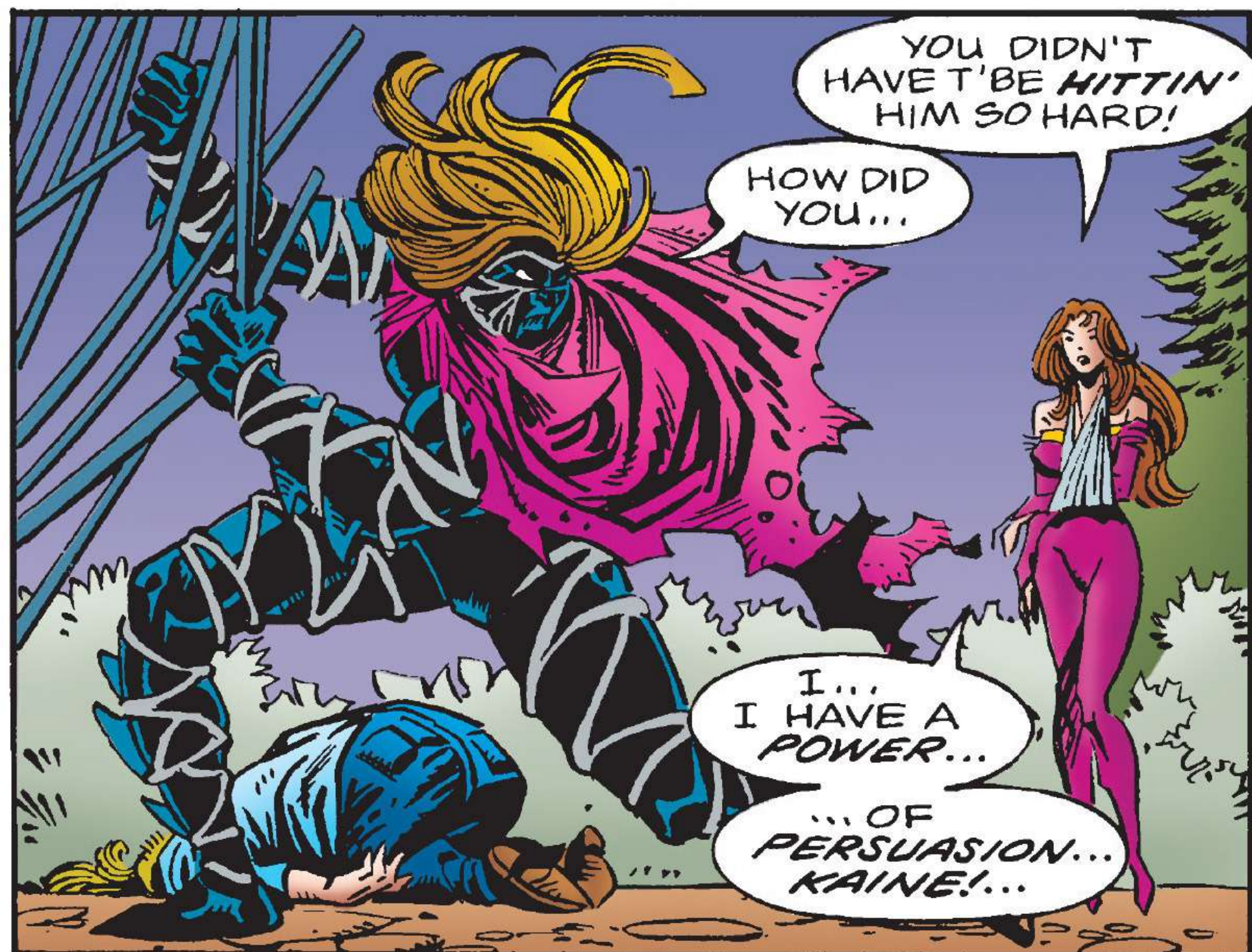
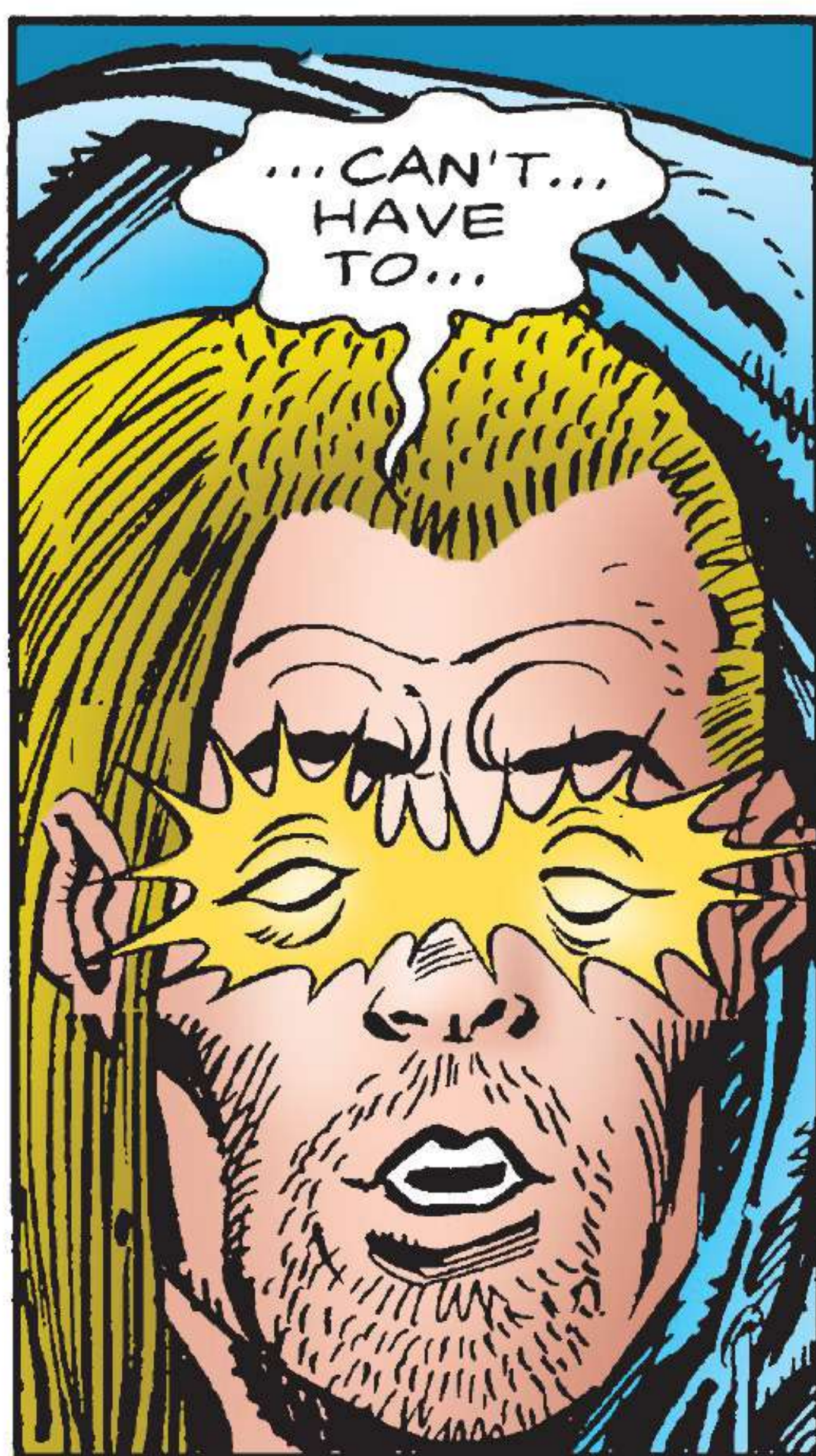
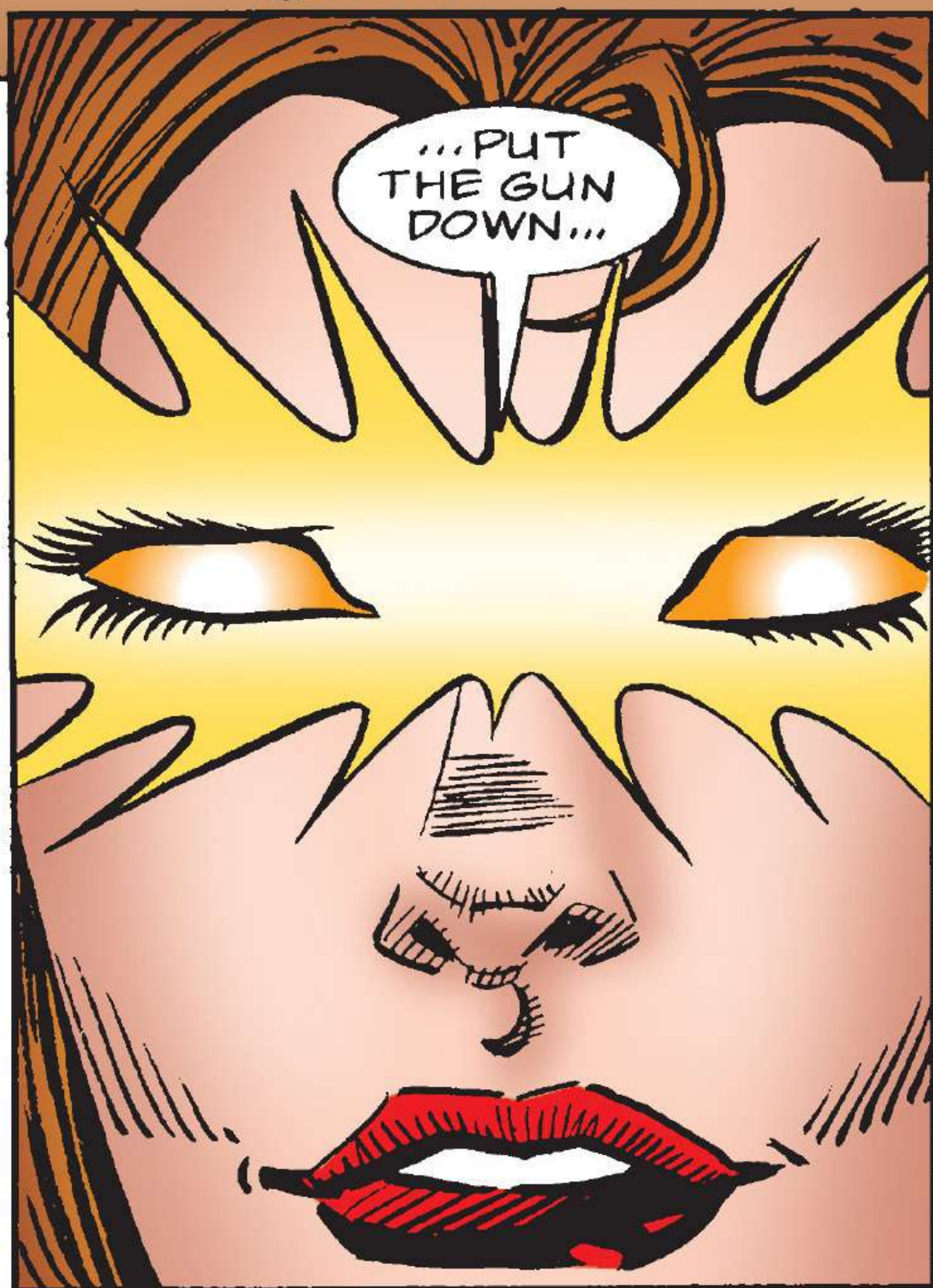
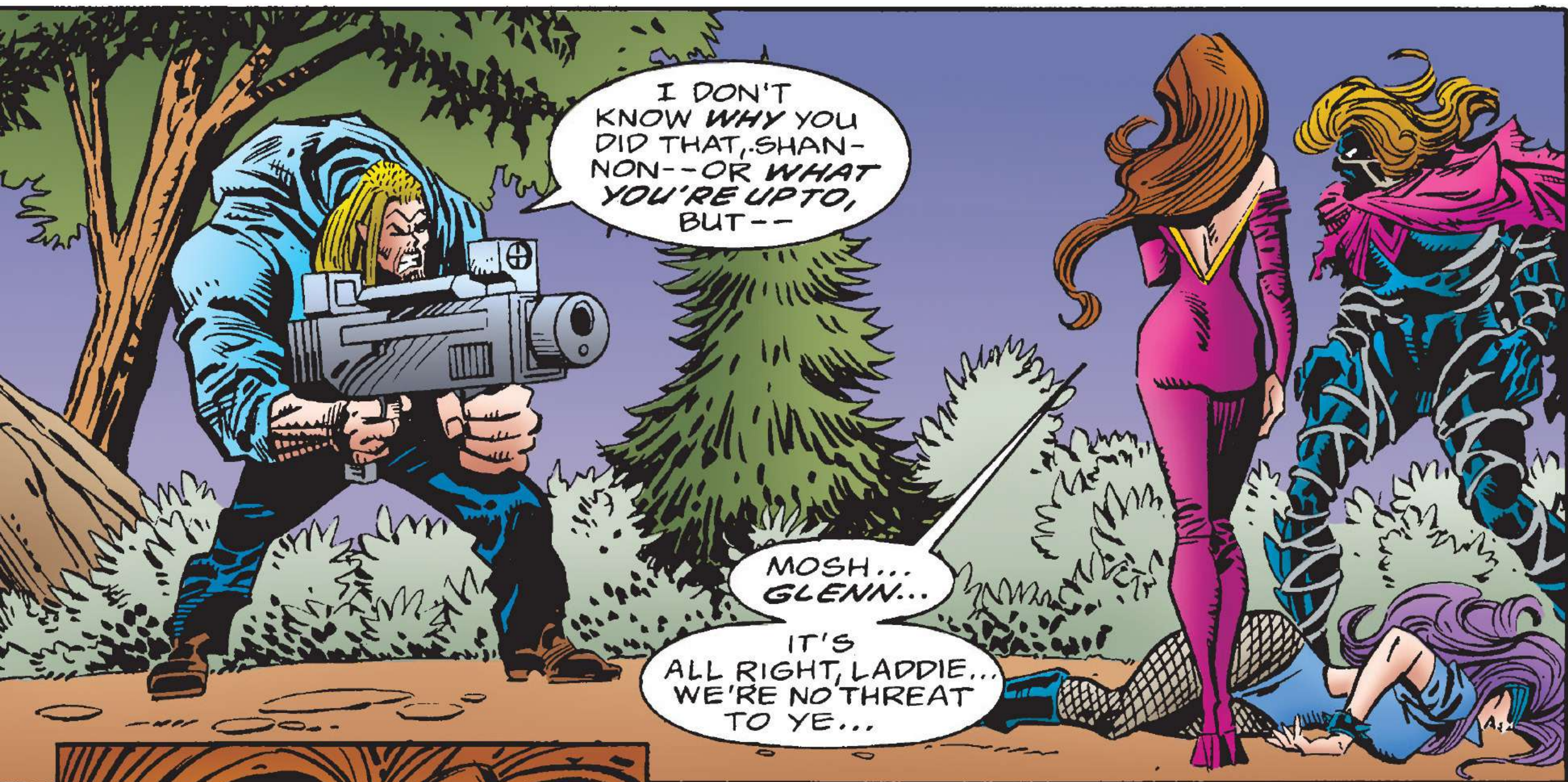
IT'S A
GIFT I NEVER
WANTED!

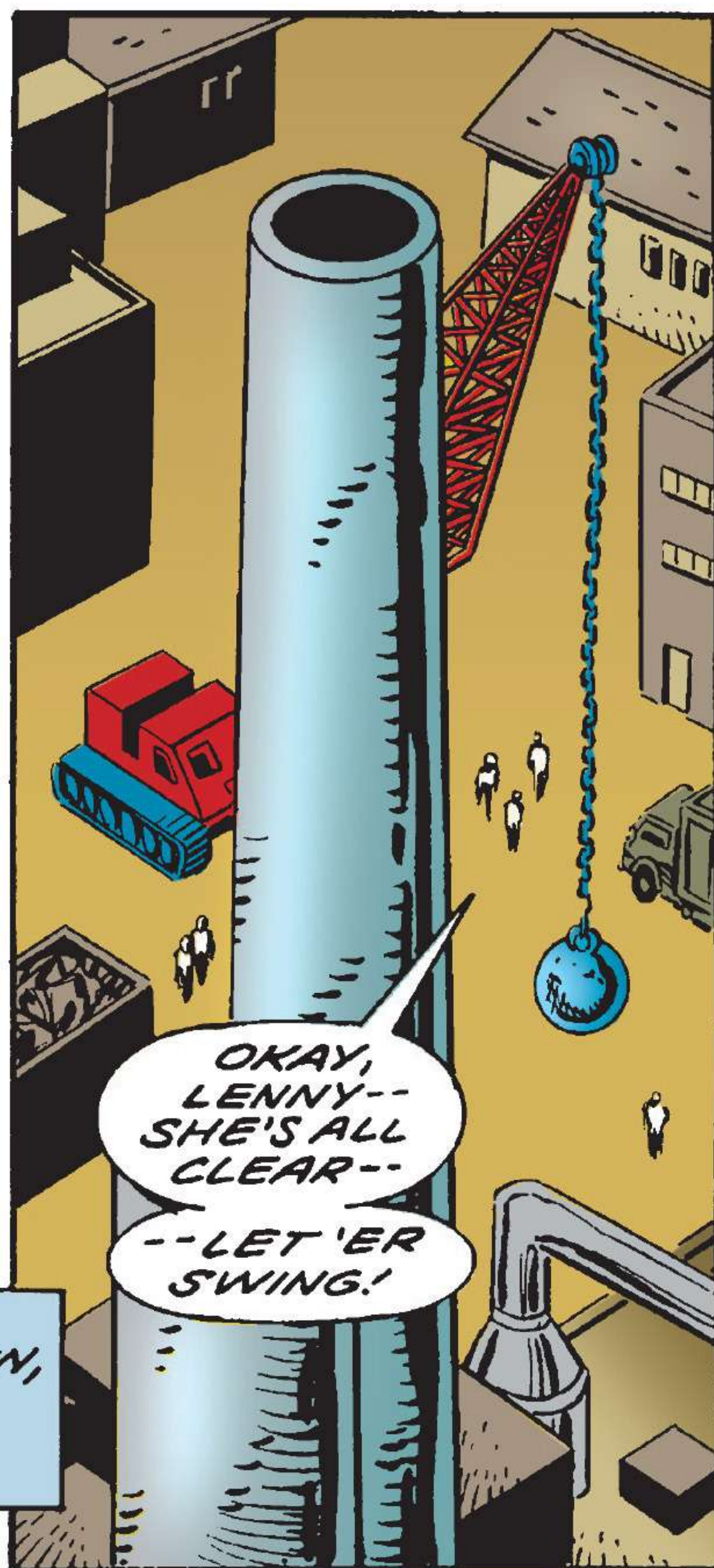
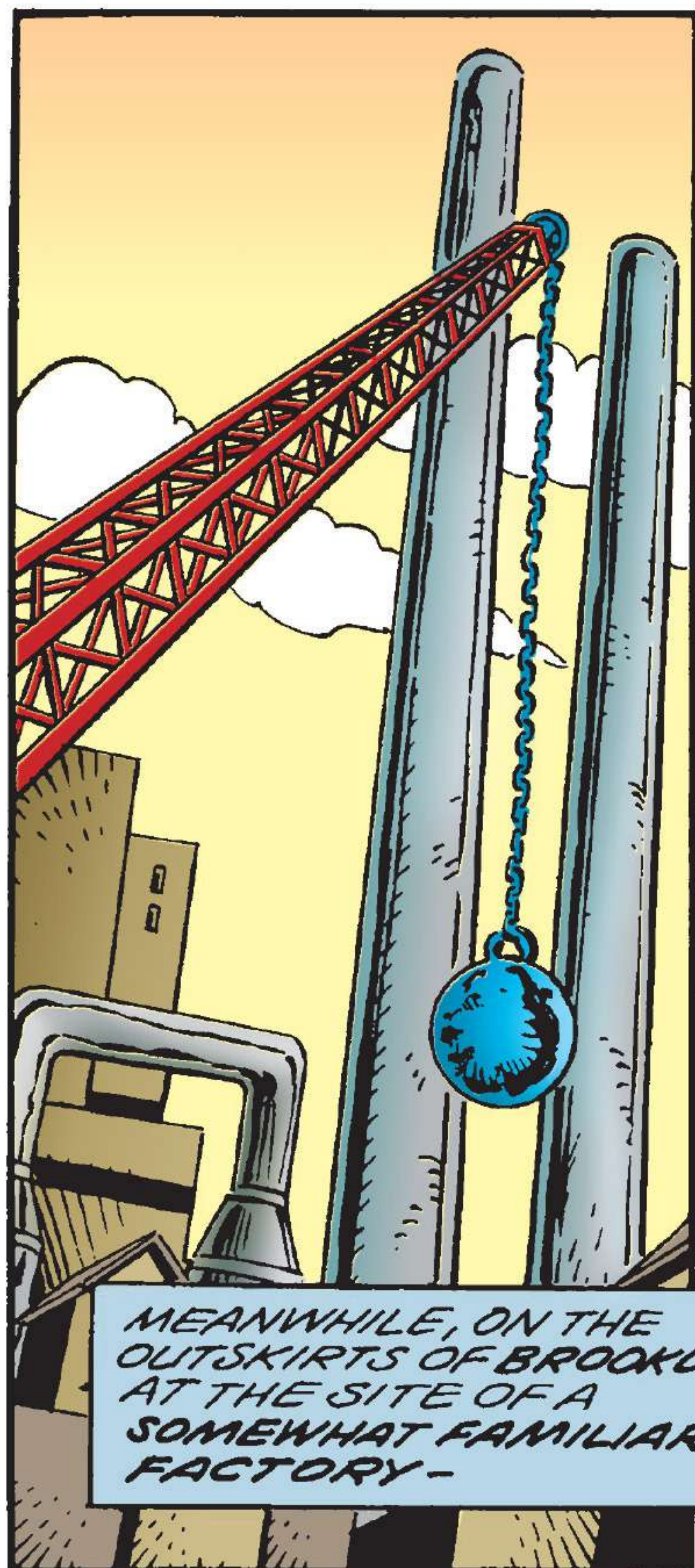
I HAVE
BEEN A PUPPET
TO OTHERS BEFORE,
JOHNSMEYER--AND
I WILL NOT BE
MANIPULATED
AGAIN!

NOT
FOR MONEY!
NOT FOR ANY-
THING!









"-- LIKE HE
REALLY HAS
SOMETHING
TO HIDE!"

Can't wait to see
tomorrow's Bugle.

Jonah will skewer
me MAJOR LEAGUE!

This time...
I deserve it.

Your friendly, neighborhood
Spider-Man! Hero, web-slinger --

--and GRAVE ROBBER!

I mean, I've
seen and done
some pretty
weird things in
this hero game --

--but hauling
around this
bag of bones
is giving me
the CREEPS!

What--?! That rubble!

NO!
IT
CAN'T
BE!

Kaine!

HE'S **ALIVE?! AND SLUGGING IT OUT WITH THE RHINO?!**

HOLD STILL! I'M GONNA RIP YER SPINE RIGHT OUTTA YER BODY --

--AND COLLECT ME SOME **BIG BUCKS!**

I WANT NO PART OF THIS RIDICULOUS GAME! BACK OFF OR THE ONLY PAYMENT YOU'LL RECEIVE IS **DEATH!**

Kaine was one of the imperfect Peter Parker clones created by the **JACKAL!**

And even worse, he's a **CONFESSED MURDERER!** And if he's on the loose, that means that --

--THIS LOOKS LIKE A JOB FOR **SPIDER-MAN!**

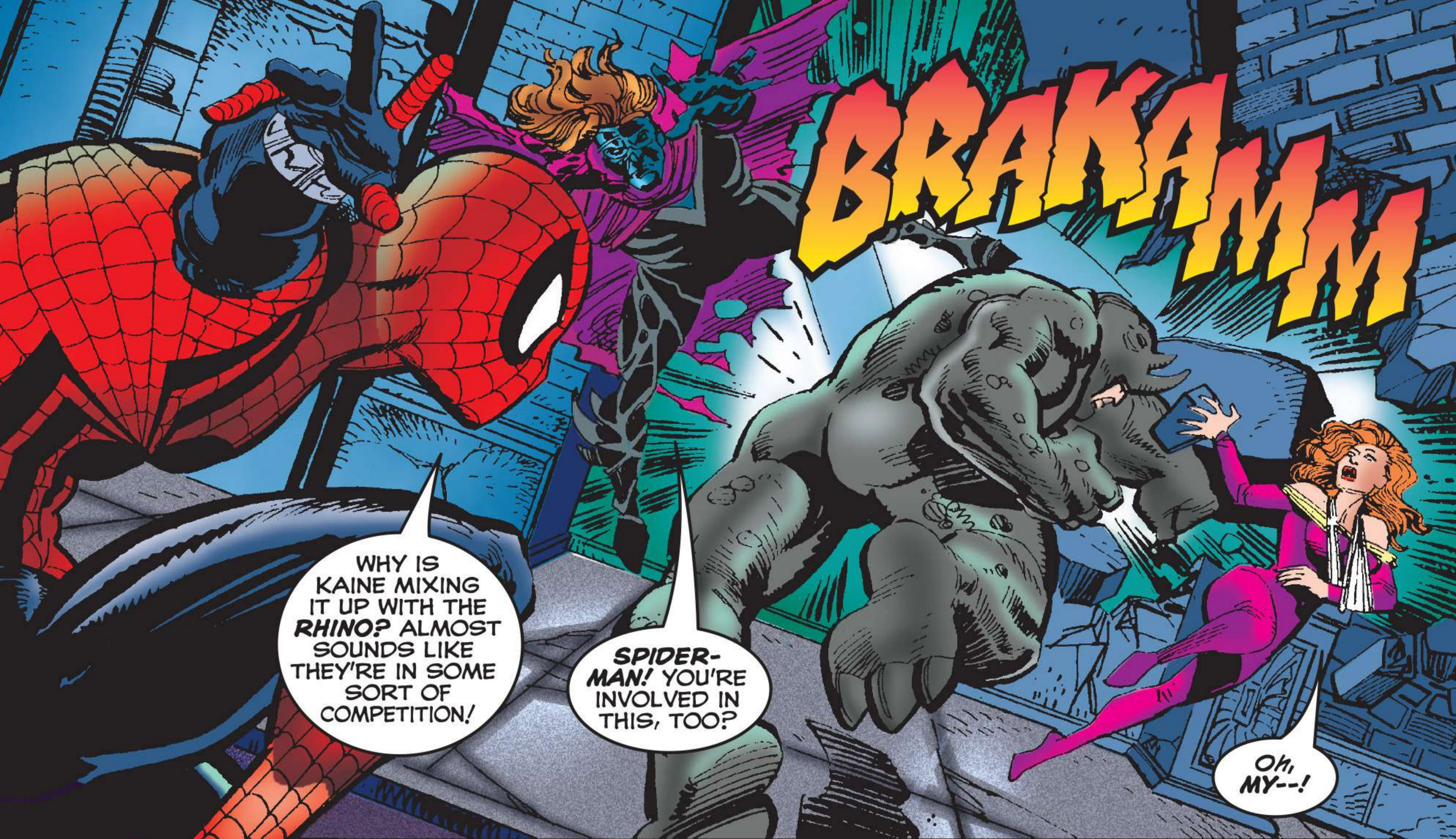
WHOA. CAN'T BELIEVE I JUST SAID THAT!

WHAT'S NEXT? UP, UP AND AWAY?

I SAID **HOLD**

STILL!

Kaine takes orders from **NO MAN!**



WHY IS
KAINE MIXING
IT UP WITH THE
RHINO? ALMOST
SOUNDS LIKE
THEY'RE IN SOME
SORT OF
COMPETITION!

**SPIDER-
MAN!** YOU'RE
INVOLVED IN
THIS, TOO?

Oh,
MY--!



CAN'T
GET AWAY
IN TIME!



MOVE
IT, MISS!



**MOVE
IT!**

*I push the living
centerfold out of
the way just in time.*



*Not that it does
ME any good.*



KAINE!
MUSE!

SHOW
YERSELVES,
YA LOUSY
WIMPS!

LET'S
GO.

WHAT
ABOUT
SPIDER-MAN?
WE CAN **USE**
HIM!

FORGET
HIM! HE
WILL ONLY
INTERFERE
WITH
US!





Uh...

...feels like someone
dropped a whole building
on me.



Heh.

Only question is...
can I get it off?



Come on --!



Great. At least I won't
have to dig through this
mess looking for my
skeleton buddy!



Don't know what Kaine
and Rhino are up to --

-- but I'll check into it
as soon as I've stashed
this at home!

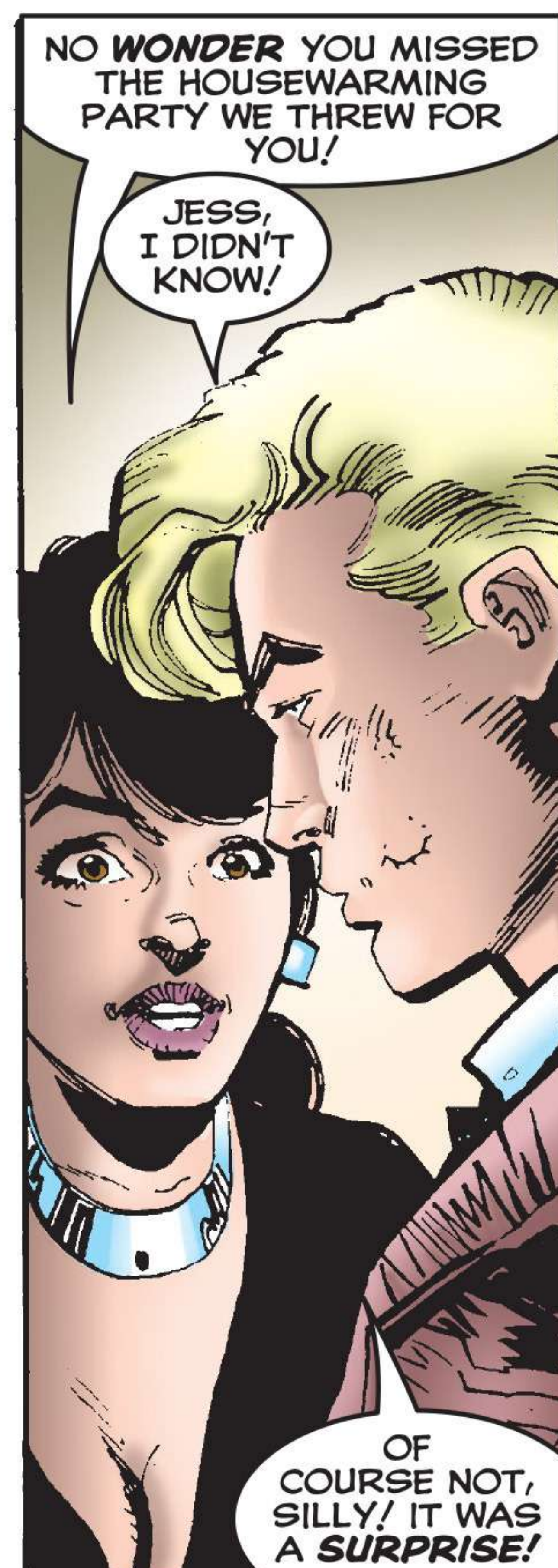
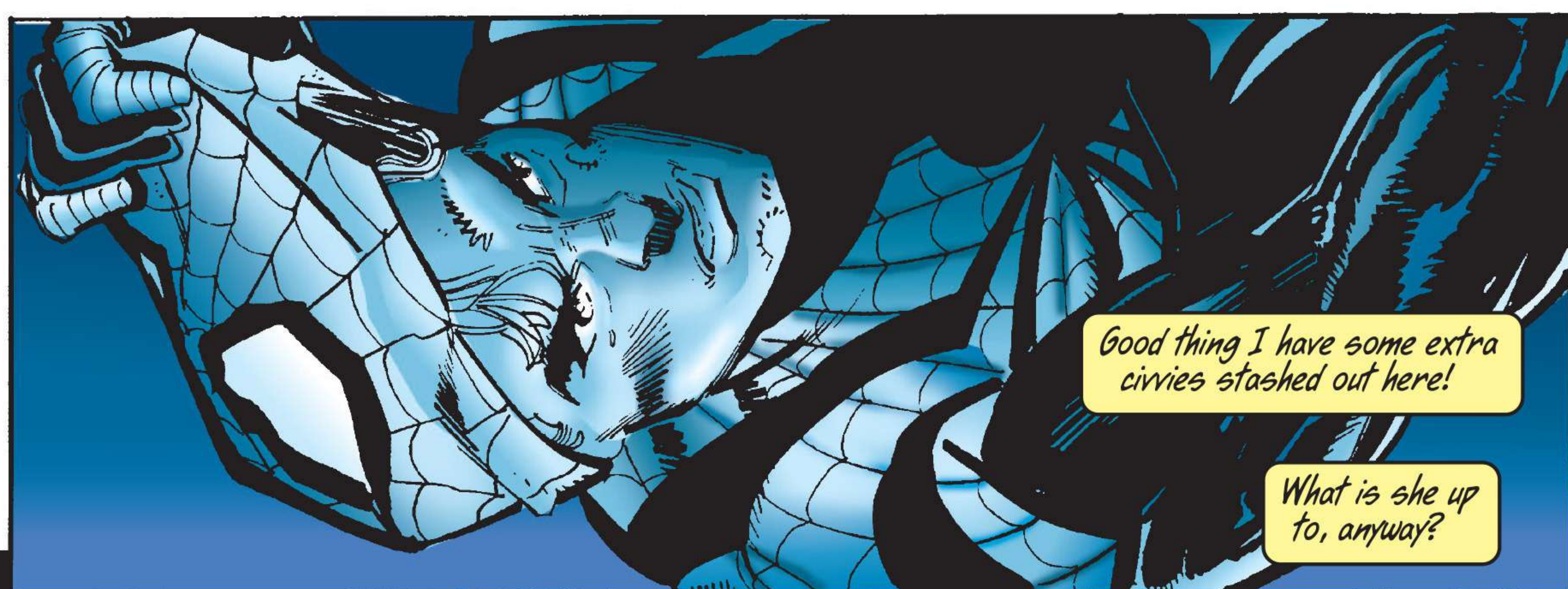


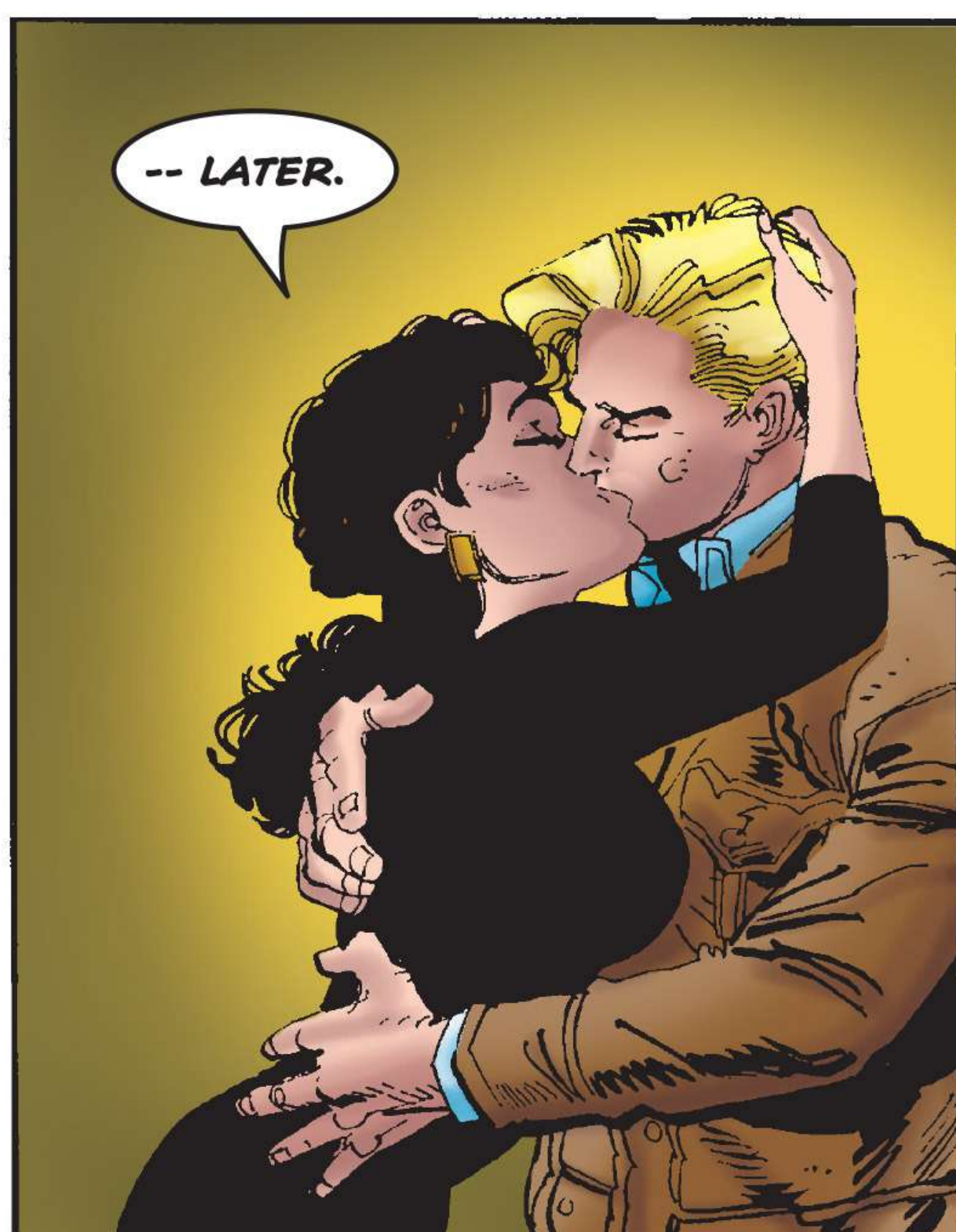
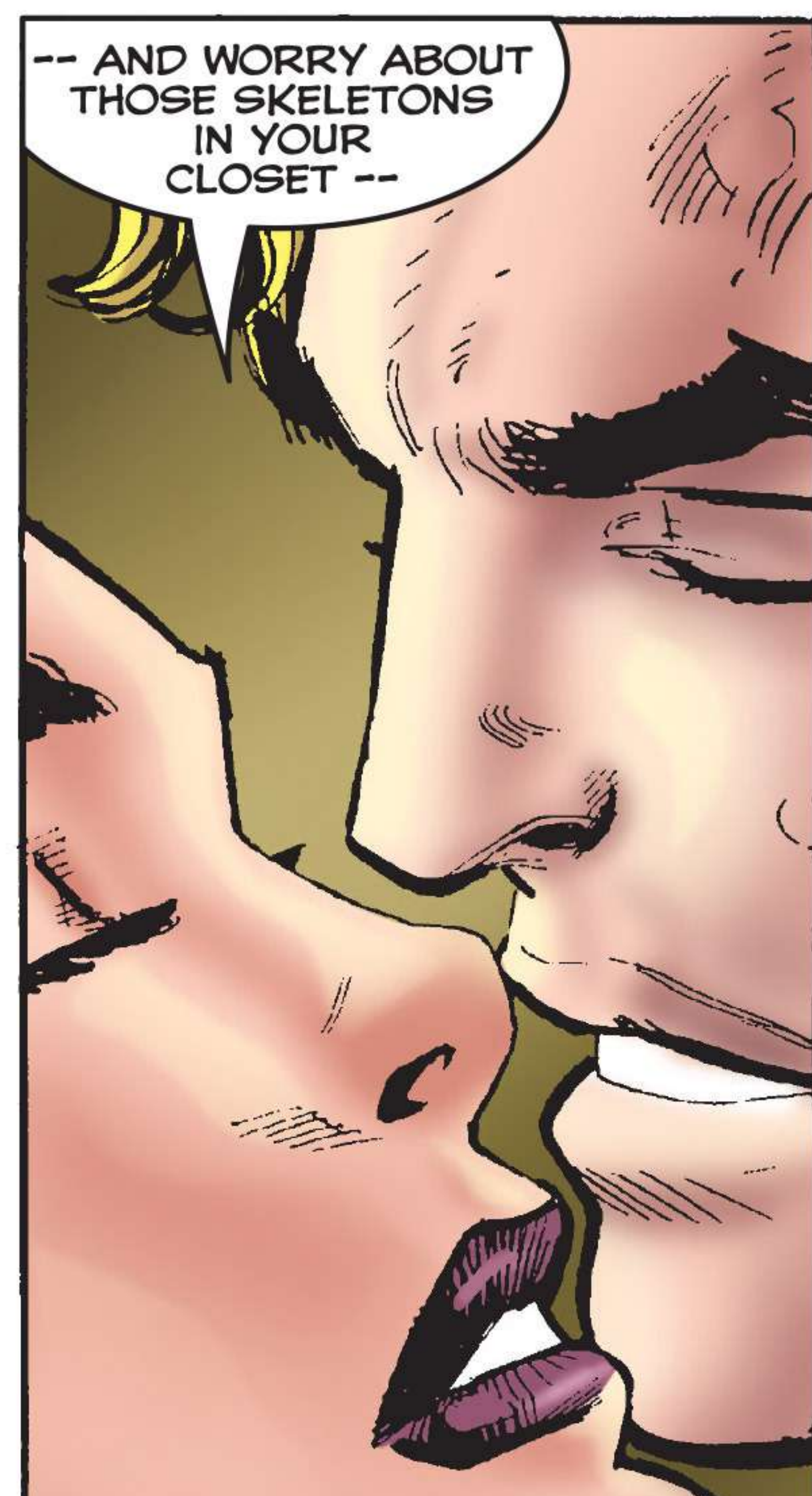
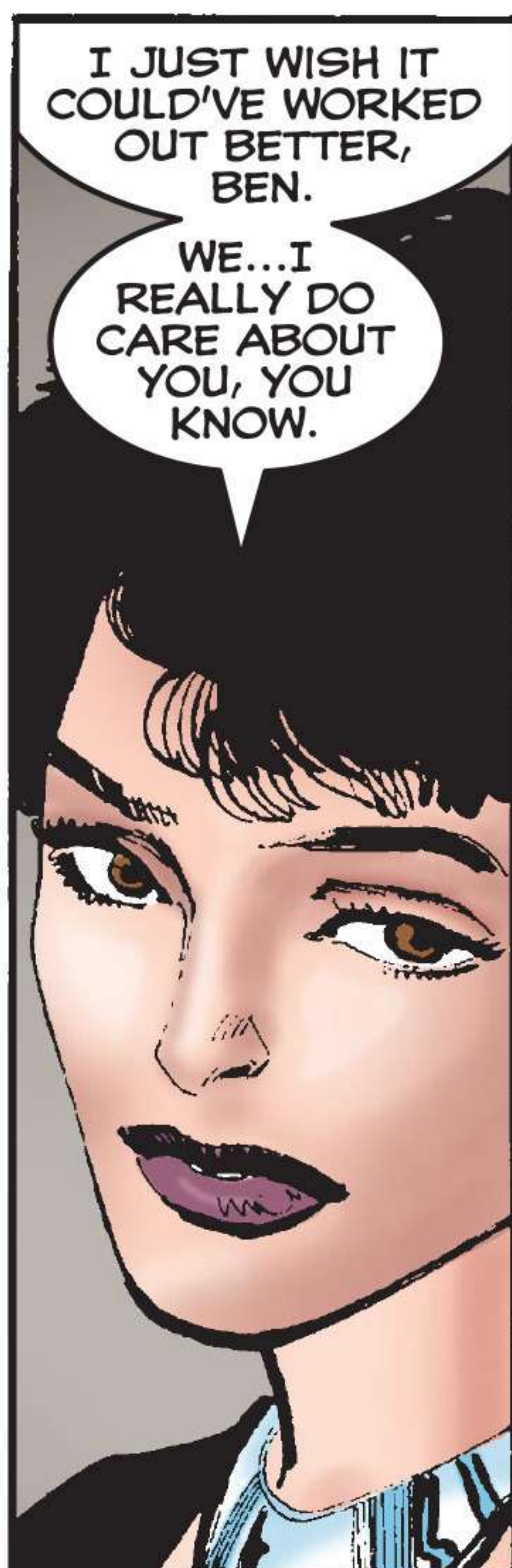
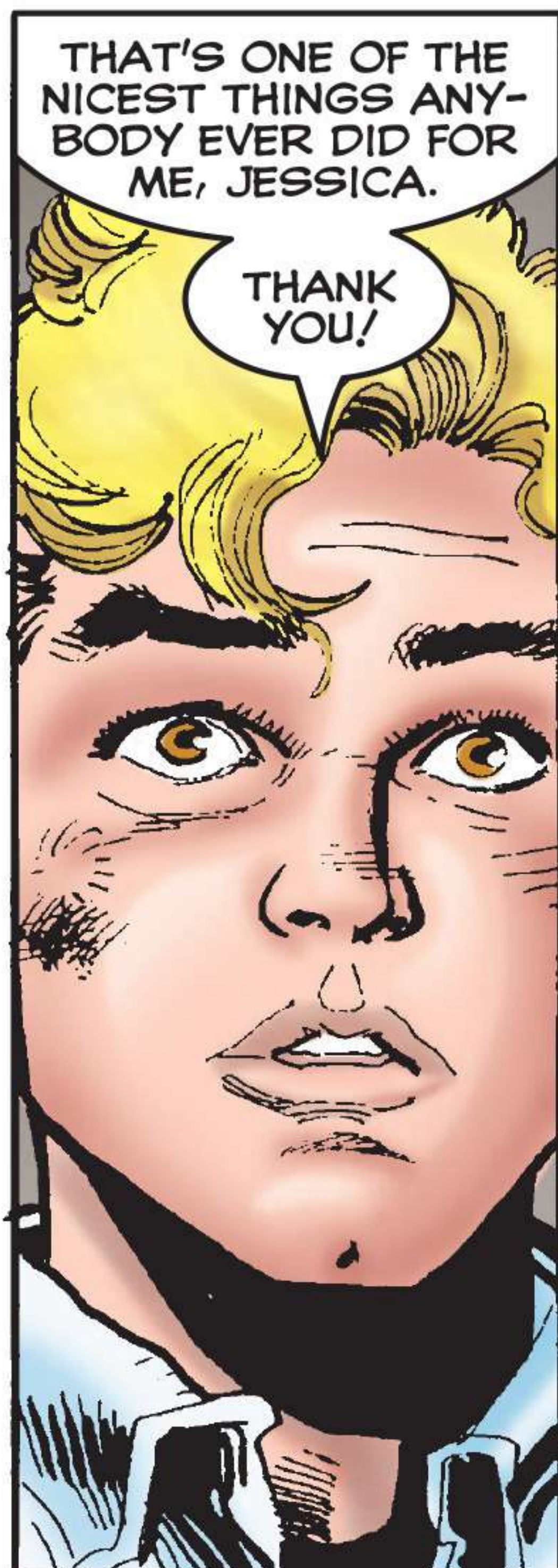
Hey! That flickering light
coming from my apartment!

Almost looks like it's
coming from a TV!

But I don't
have one!

STAY
HERE, FRIEND. IF
ANY DOGS COME
SNIFFING AROUND,
I'LL BE SURE
TO RESCUE
YOU!







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THE RETURN OF Kaine Part 3 of 4

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THE AMAZING SPIDER-MAN



BAGS
&
MAHLSTEDT
ATOMIC PAINTBRUSH

DEADLY GAMES!

His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS: **THE AMAZING SPIDER-MAN!**

THE RETURN OF Kaine Part 3 of 4

OF WAGERS AND WARS

Most people in this city have at least one **SKELETON** in their closet.

Theirs may only be a figure of speech...

Tom DeFalco Mark Bagley
Writer Larry Penciler
Mahlstedt

Bob Sharen Inker
Colors Malibu Seps

Richard Starkings
& Comcraft
Letters

Bob Budiansky
Editor

Bob
Harras
Chief

...mine is the **GENUINE ARTICLE!**

BRRR! I get all creepy-crawly just **LOOKING** at this bag of bones!

Can't believe I actually shanghaied it from the **CITY MORGUE!**

SEE SENSATIONAL SPIDER-MAN #2 FOR DETAILS - Bob.

I blame the JACKAL for this mess!

He started it five years ago...when he CLONED me.

My clone and I fought!

I lost --

-- and was left for DEAD in a Brooklyn smokestack!

Believing himself to be me, my clone made a real life for himself as PETER PARKER.

He even married MARY JANE, an old girlfriend of mine, and they're presently expecting their first child.

But the poor guy recently blew his mind in CYBERSPACE --

-- and he's presently in a COMA!

I don't know WHEN -- or IF -- he'll ever recover!

Me, I ended up calling myself BEN REILLY --

-- and bumming around the country!

My only friend during all that time was a geneticist named SEWARD TRAINER.

MAN! I could really use his help and understanding now!

As if my life wasn't complicated enough, this stupid SKELETON suddenly appears on the scene!

Workers recently found it while they were demolishing the very same Brooklyn smokestack where Pete dumped me.

What is it?

How'd it get there?

If it's the original clone, WHY do I remember being inside the smoke-stack?

And, where does PETE fit into all this?!

WHOA! My brain's starting to overheat from question overload!

I wish I could ditch all this jazz, and just gentle down with my lady JESSICA --

-- but I have no time to think about ROMANCE!

Nope, I've got work to do...

...of the WEB-SPINNING variety!



While I was chauffeuring MR. BONES back to my apartment, I accidentally ran across an old acquaintance...

...KAINE!



A psychotic SERIAL KILLER who also happens to be a disfigured CLONE of me created by the JACKAL!

OH, MAN! Someone must have had WALL-CRAWLING in mind when this building was designed --

-- with such a user-friendly AIR SHAFT!

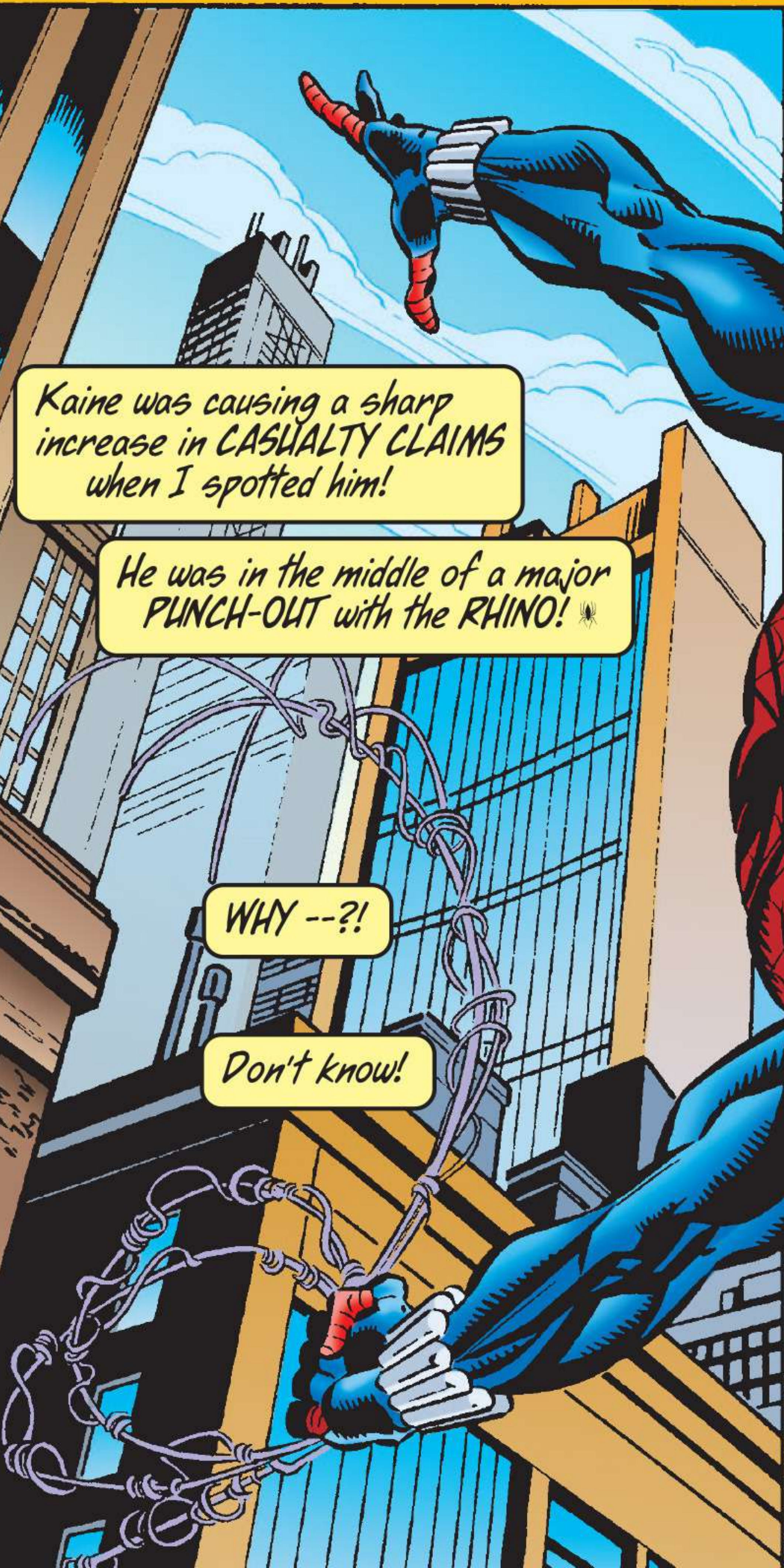


Kaine was causing a sharp increase in CASUALTY CLAIMS when I spotted him!

He was in the middle of a major PUNCH-OUT with the RHINO!

WHY --?!

Don't know!



Don't care!

They both belong behind bars as far as I'm concerned!

AT THAT VERY MOMENT, IN THE SPRAWLING BEVERLY HILLS RESIDENCE OF FINANCIER JAMES JOHNSMEYER...

IS YOUR SPEAKER PHONE MALFUNCTIONING, JAMES? I KEEP HEARING A TWAKKING SOUND!

TWAK

HARDLY, YASSAF! I'M MERELY PRACTICING MY GOLF SWING ON MY NEW VIDEO RANGE!

PERHAPS YOU COULD ALSO USE ONE!

NOT NECESSARY! I RECENTLY ASTROTURFED ONE OF THE BALLROOMS WITHIN MY WINTER PALACE, AND ADDED A THREE-HOLE COURSE!

REALLY --?!

JAMES! YASSAF! I DON'T MEAN TO BE RUDE, BUT A BEAUTIFUL AEGEAN CLIME IS WASTIN' AWAY WHILE I'M STUCK ON THIS CONFERENCE CALL!

I BELIEVE WE WERE DISCUSSIN' SPIDER-MAN --!

CORRECT IS NICOLAS!

PAST HISTORY HAS THE WEB-SWINGER WITH JAMES'S NEW PLAYER, THE ONE CALLED KAINE!

CHU RAISES AN INTERESTING ISSUE.

DO WE PROCEED WITH KAINE'S INITIATION AS PLANNED -- CANCEL HIS FIRST MATCH -- OR FACTOR SPIDER-MAN INTO THE PROCEEDINGS?

GENTLEMEN! GENTLEMEN! WE ARE ALL SPONSORS IN THE GREAT GAME BECAUSE IT AMUSES US TO PIT OUR SUPER-POWERED PAWNS AGAINST ONE ANOTHER!

I PROPOSE WE INCLUDE THE WALL-CRAWLER AS A WILD CARD IN A FIRST BLOOD MATCH!

AN EXCELLENT SUGGESTION, JAMES! NICOLAS AND I CAN ALSO CONTRIBUTE OUR OWN HUMBLE PLAYERS!

SOUNDS LIKE FUN, CHU!

ALL RIGHT... WHO WANTS TO LAY THE FIRST WAGER?!

JUST THEN, IN A LOWER WEST
SIDE WAREHOUSE THAT HAS
BEEN RIGHTSIZED COMPLETELY
OUT OF BUSINESS...

KAINE --?

THERE'S
NO SIGN'A
PURSUIT!

WHERE
ARE YE,
KAINE?

WE CAN'T
BE STAYIN'
HERE! WE MAY
HAVE LOST THE
RHINO FOR
NOW --

-- BUT
I'M BETTIN'
WE HAVEN'T
SEEN THE
LAST'A
HIM!

HOW
DID HE
FIND US THE
FIRST TIME,
SHANNON?

I'M WISHIN'
I COULD TELL YE!
ALL I KNOW IS THAT
JAMES JOHNSMEYER
IS A MAN'A VAST
RESOURCES --

-- AND HE
WON'T BE TAKIN'
KINDLY TO YUIR
REFUSAL T'REPRESENT
HIM IN THE **GREAT
GAME!**

YE NEED
T'REST!
T'REGAIN YUIR
STRENGTH!

GET
SOME SLEEP!
I'LL STAND
GUARD!

WHY
SHOULD I
TRUST YOU,
SHANNON?

ARE
YE **DAFT,**
MAN?

IN
CASE YE
DIDN'T NOTICE,
I DIDN'T EXACTLY
ADVANCE MY OWN
CAREER WHEN I
HELPED YUIR
ESCAPE!

SEE
SPECTACULAR
SPIDER-MAN
#231 - Bob.

A MAN LIKE
JOHNSMEYER LIVES
FOR THE **GREAT GAME**,
AN' HE'LL NEVER --

OH!

HOPE
I HAVEN'T
COME AT A
BAD
TIME!

BUT MY
BOSS OFFERED
ME A MAJOR
BONUS TO **FLATTEN**
THE TWO OF YOU
BEFORE ANYONE
ELSE CAN!

CRASH

THIS
AIN'T
PERSONAL,
PEOPLE!

IT'S STRICTLY
BUSINESS!

YOU
ARE A FOOL
TO ALLOW
YOURSELF TO BE
MANIPULATED
FOR THE VICARIOUS
PLEASURE OF
OTHERS,
RHINO!

YOU'RE
ENTITLED TO
YOUR OPINION,
KAINE!

ME, I
JUST SEE
MYSELF AS
FREELANCE
MUSCLE!



THOUGH THE SHARP CLACKING OF MANUAL TYPEWRITERS HAS GIVEN WAY TO THE NUMBING BUZZ OF COMPUTERIZED WORD PROCESSORS, THE DAILY BUGLE REMAINS A NEWSPAPER IN THE GRAND OLD TRADITION...

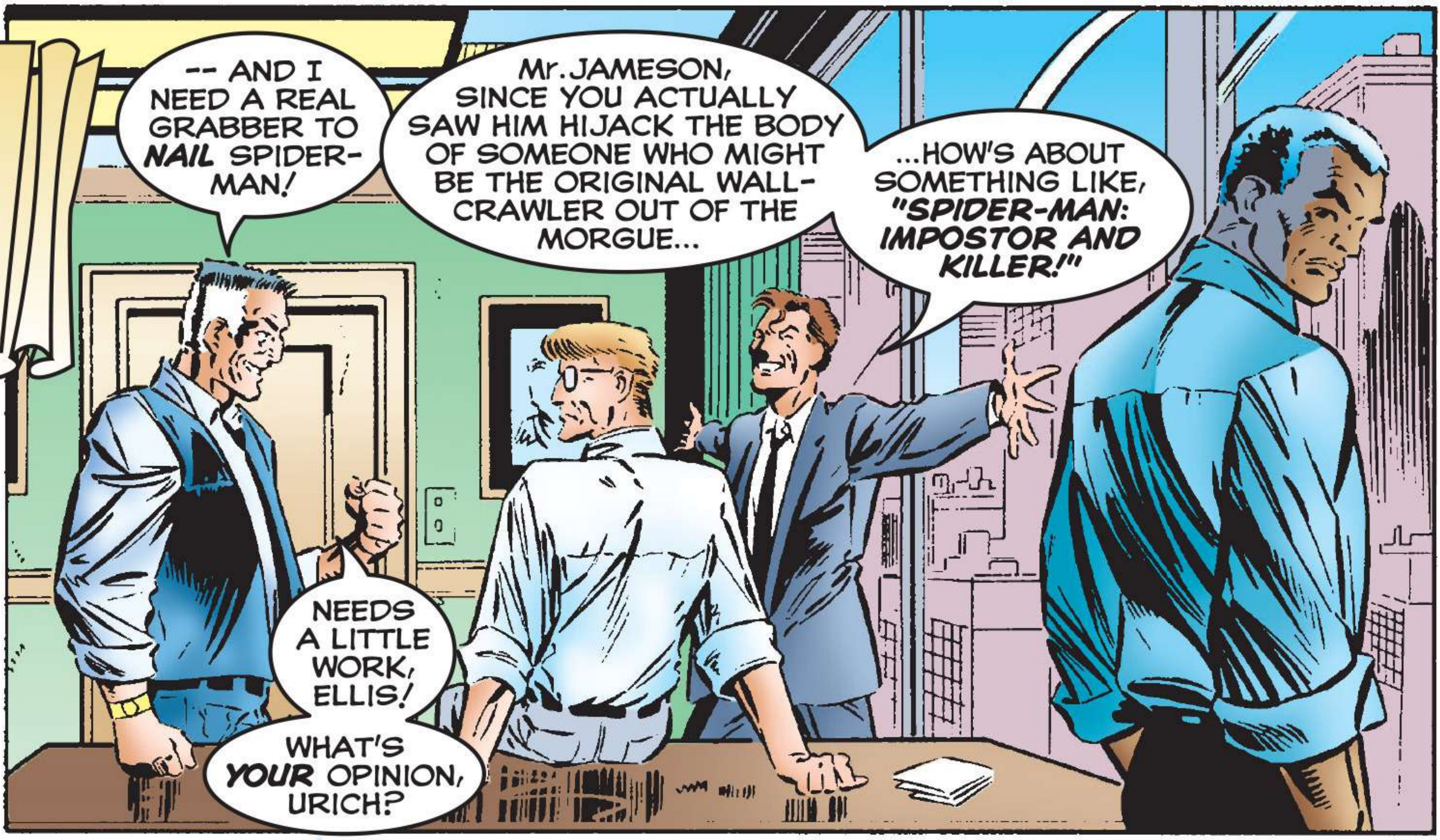
HEADLINES SELL PAPERS --



-- AND I NEED A REAL GRABBER TO NAIL SPIDER-MAN!

Mr. JAMESON, SINCE YOU ACTUALLY SAW HIM HIJACK THE BODY OF SOMEONE WHO MIGHT BE THE ORIGINAL WALL-CRAWLER OUT OF THE MORGUE...

...HOW'S ABOUT SOMETHING LIKE, "SPIDER-MAN: IMPOSTOR AND KILLER!"



NEEDS A LITTLE WORK, ELLIS!

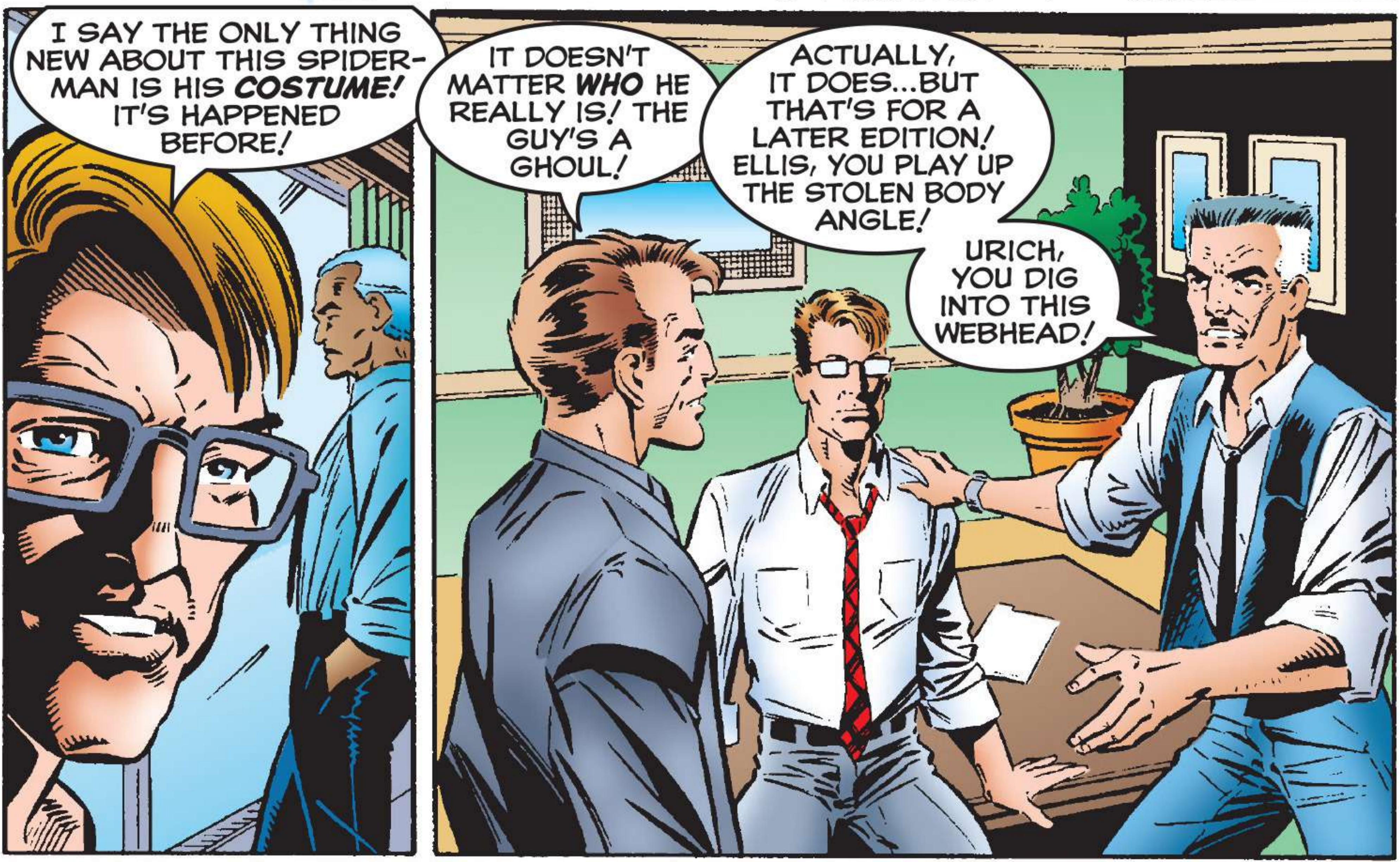
WHAT'S YOUR OPINION, URICH?

I SAY THE ONLY THING NEW ABOUT THIS SPIDER-MAN IS HIS **COSTUME!** IT'S HAPPENED BEFORE!

IT DOESN'T MATTER **WHO** HE REALLY IS! THE GUY'S A GHOUL!

ACTUALLY, IT DOES...BUT THAT'S FOR A LATER EDITION! ELLIS, YOU PLAY UP THE STOLEN BODY ANGLE!

URICH, YOU DIG INTO THIS WEBHEAD!



I WANT TO KNOW IF HE'S THE REAL GOODS OR A NEW PLAYER!



YOU GOT IT, Mr. JAMESON!

IS THIS PRUDENT, JONAH? DO YOU REALLY WANT TO UNLEASH A SHARK LIKE **KEN ELLIS** BEFORE **BEN URICH** LEARNS THE TRUTH?

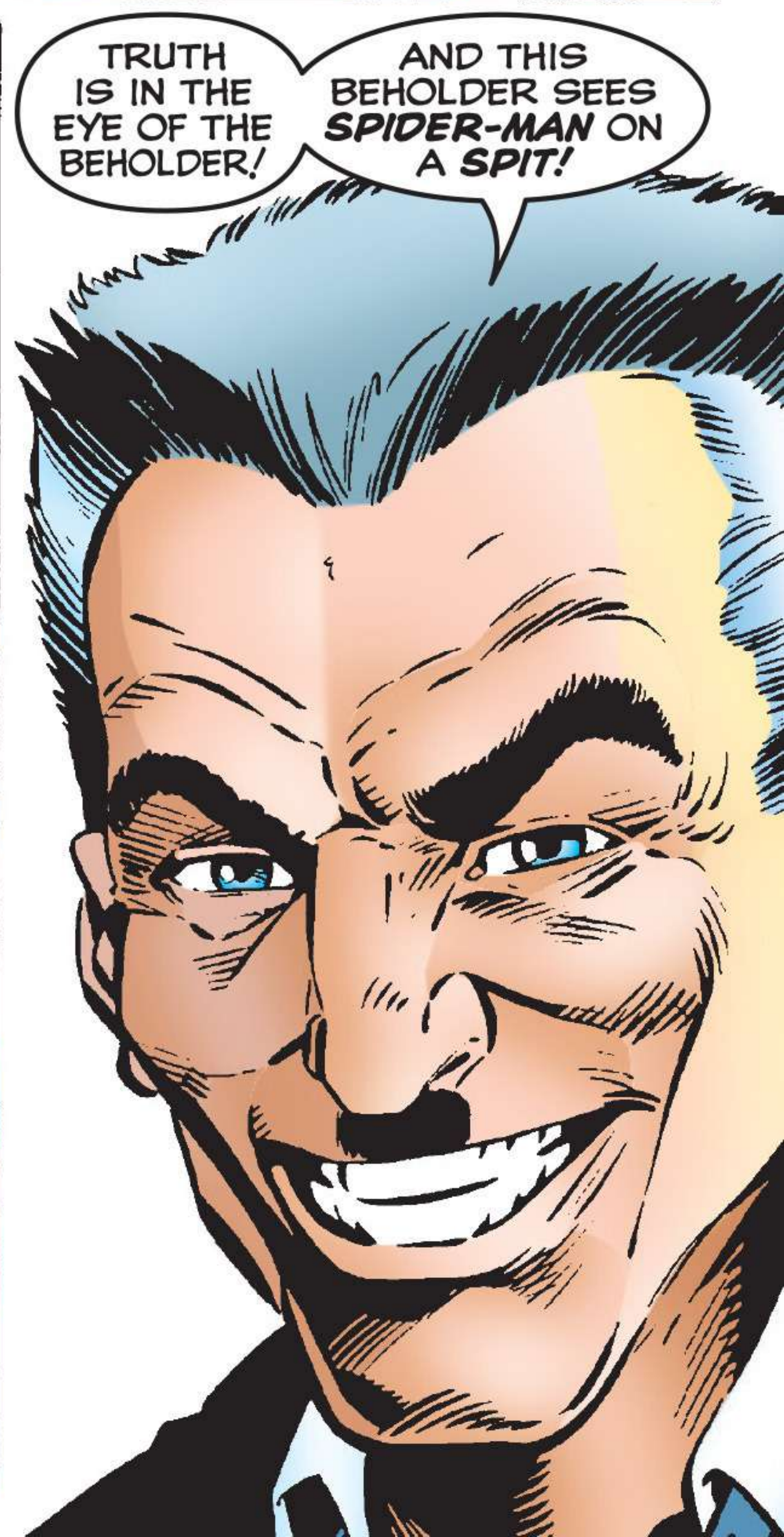
THIS IS A **NEWS-PAPER**, JOE!

WE REPORT **FACTS...** NOT **TRUTH!**



TRUTH IS IN THE EYE OF THE BEHOLDER!

AND THIS BEHOLDER SEES **SPIDER-MAN** ON A SPIT!



No trace of Kaine
or the RHINO!

You'd think in this day and age
there'd be easier ways to REACH
OUT and SLAM your favorite baddie!

They should all be required to
carry CELL PHONES, or be
plugged into the INTERNET!

YEAH! A VILLAINS ON-LINE service
would certainly relieve my stress!

HEEY! Those
news helicopters
seem to be in
an awful hurry!

Could my favorite
bruisers be
committing MASS
MAYHEM in another
part of the city?

Only one way
to find out --!

THWIP

THWAP

And AWAAAY
we go --!

MEANWHILE,
ELSEWHERE...

FOR A GUY WHO
DOESN'T WANT
TO **PLAY** THIS
GAME --

-- YOU
PUT UP ONE
HECK OF A
FIGHT!

OTHERS
ONCE PULLED
MY **STRINGS**, RHINO!
MADE ME **DANCE** TO
THER PERVERSE
MACHINATIONS!

**NO
MORE!**

NEVER
AGAIN WILL
KAINE BE
ANY MAN'S
PAWN!

I STRIKE
ONLY FOR MY
FREEDOM!

**MY
LIBERTY!**

HEY!
YOU'RE NOT
LEAVING UNTIL
I COLLECT MY
BONUS!

SAVE
YOURSELF
FURTHER
MISERY,
RHINO!

I HAVE
NO DESIRE TO
CONTINUE THIS
POINTLESS
BATTLE!

SHANNON
AND I MERELY
WISH TO **VANISH**
BEFORE THE
AUTHORITIES
CAN --

UNGH!

A BLAST FROM
THE HEAVENS!

W-
WHO
-- ?!

HIYA,
CUTIE! I'M
JOYSTICK!

MY ASSOCIATE
IN THE FUNKY
THREADS IS CALLED
POLESTAR!

DON'T
MOCK
THE SUIT,
LADY!

IT GENERATES
A MAGNETIC FIELD
THAT ALLOWS ME TO
ATTRACT AND REPEL
THE PROPS OF
MY CHOICE --

-- AND
MY SPONSOR
IS WAGERING
MAJOR COIN
THAT I'LL
SCORE *FIRST*
BLOOD!

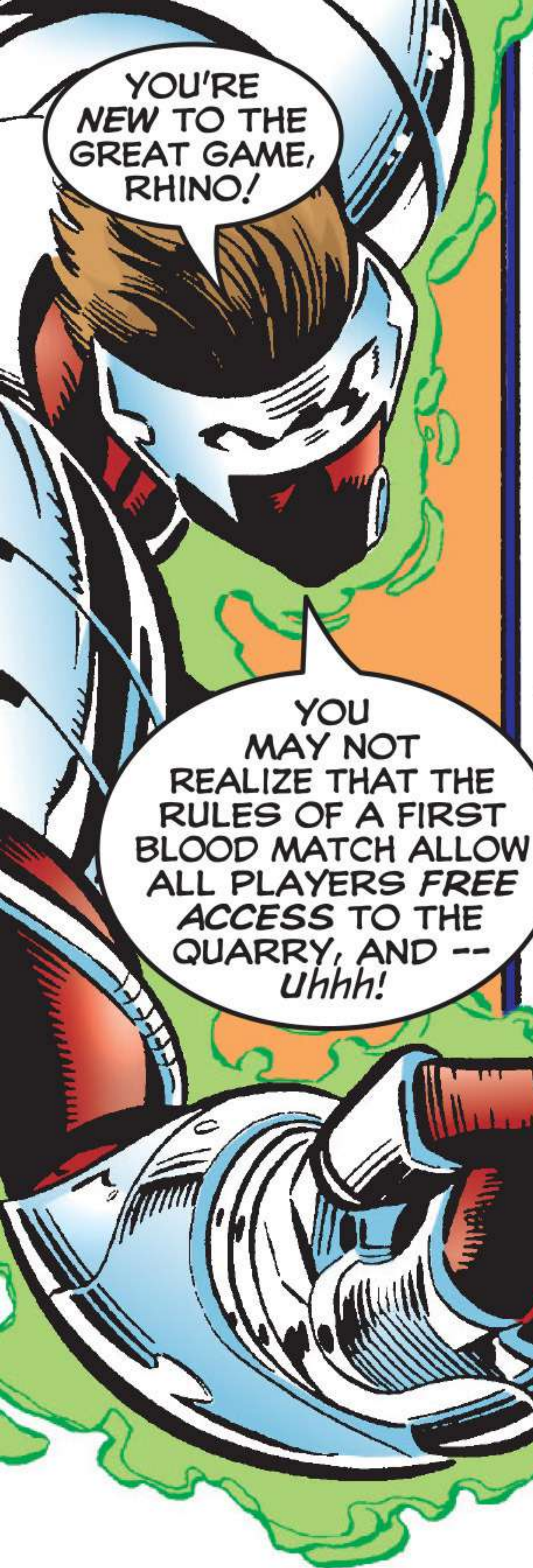
HE SHOULD
HAVE INVESTED
IN *TAX-FREE*
MUNICIPALS.

KAINE
IS *MINE!*

YOU
TWO NEED
GLASSES?

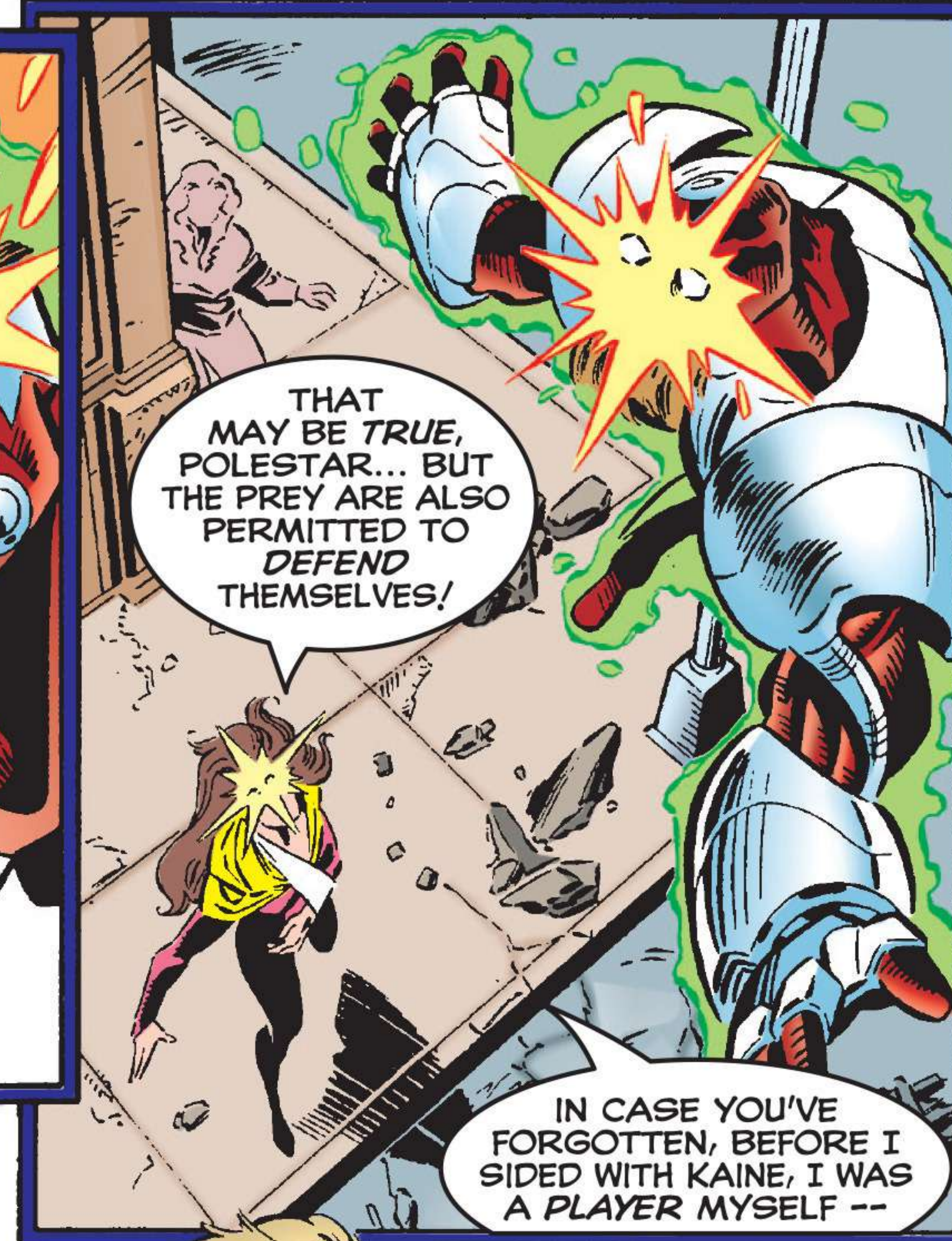
I GOT
FIRST DIBS
ON THIS *TARGET*,
AND I'M PUTTING
THE *KIBOSH*
ON HIM!

KWOMP



YOU'RE
NEW TO THE
GREAT GAME,
RHINO!

YOU
MAY NOT
REALIZE THAT THE
RULES OF A FIRST
BLOOD MATCH ALLOW
ALL PLAYERS FREE
ACCESS TO THE
QUARRY, AND --
Uhhh!

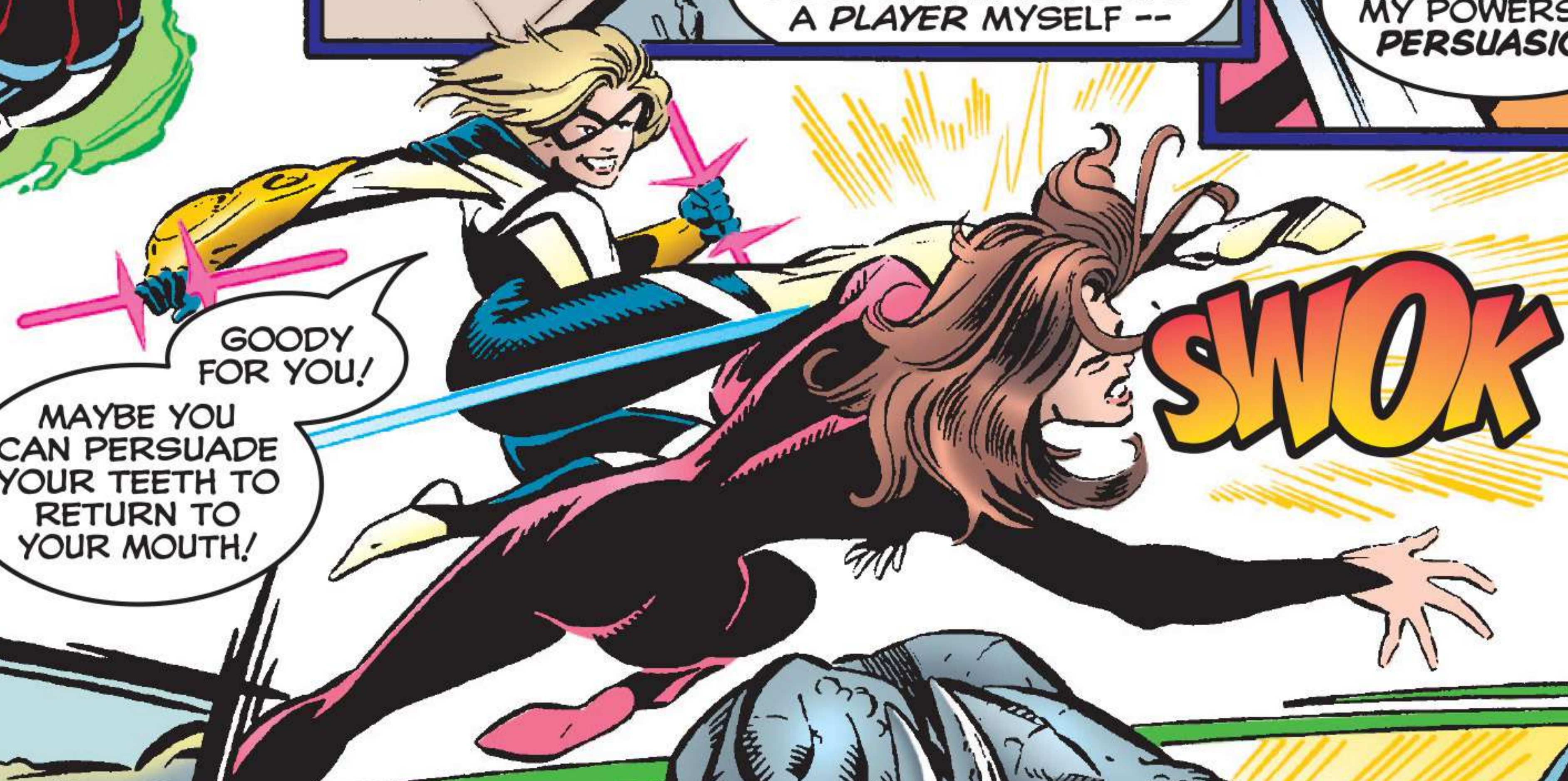


THAT
MAY BE TRUE,
POLESTAR... BUT
THE PREY ARE ALSO
PERMITTED TO
DEFEND
THEMSELVES!

IN CASE YOU'VE
FORGOTTEN, BEFORE I
SIDED WITH KAINE, I WAS
A PLAYER MYSELF --



-- AND I
STILL POSSESS
MY POWERS OF
PERSUASION!



GOODY
FOR YOU!

MAYBE YOU
CAN PERSUADE
YOUR TEETH TO
RETURN TO
YOUR MOUTH!

SWOK



SHANNON!

FORGET
THE BABE,
PAL!

YOU'VE
GOT YOUR
OWN
PROBLEMS!

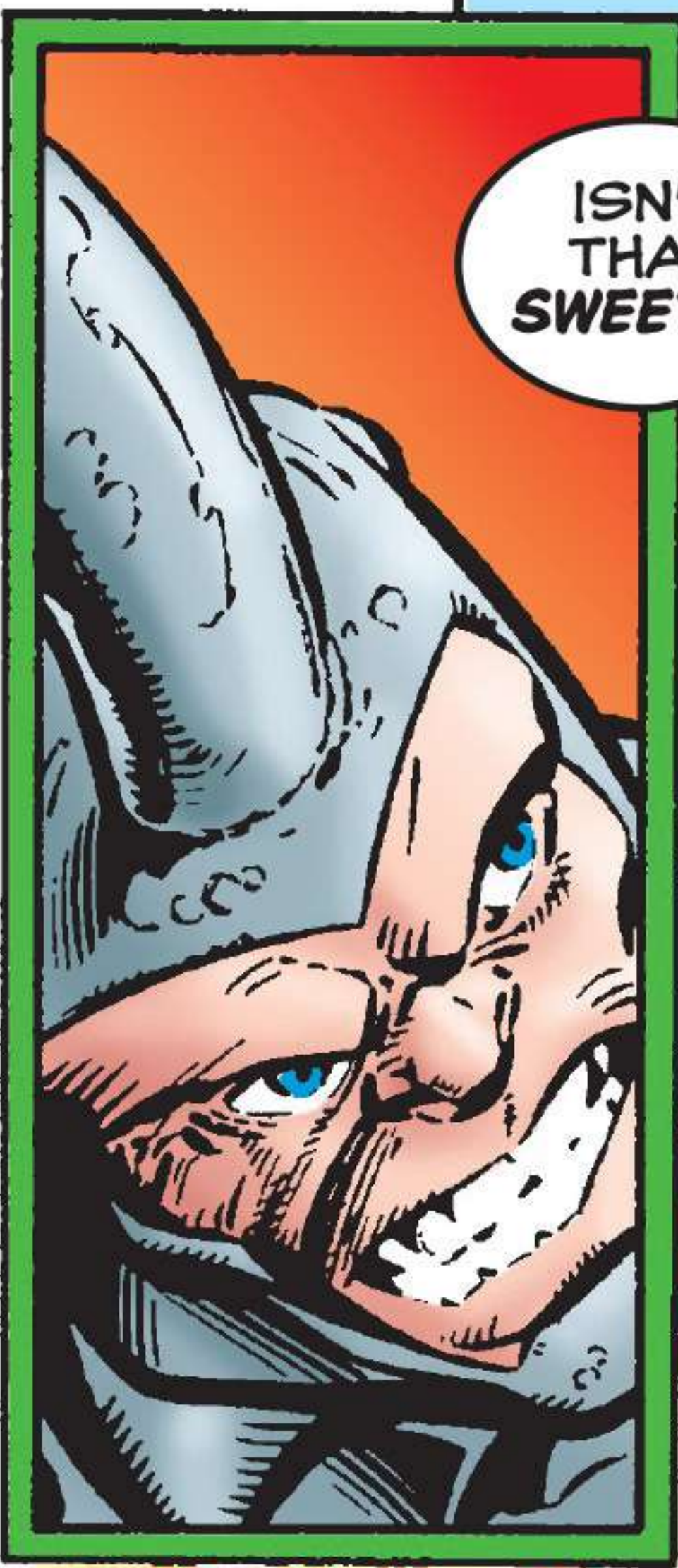


I WANT
YOU TO KNOW
THAT I'M GOING
TO PUT MY BONUS
TO GOOD
USE --!

TWOP



GOING TO BUY MY MOTHER ONE OF THOSE **BIG-SCREEN TVS!**



ISN'T THAT **SWEET--!**

I HOPE YOU'LL ALSO SPRING FOR THE PREMIUM **CABLE CHANNELS!**

IT WOULD BREAK HER HEART IF SHE MISSED YOUR STARRING ROLE ON **COURT TV!**

SPLOOSH

W-WHERE'D YOU COME FROM-?!

BELIEVE IT OR NOT, A LITTLE **BIRDIE** BROUGHT ME!

DO NOT **INTERFERE** SPIDER-MAN! I DO NOT REQUIRE YOUR **AID!**

I REALLY HATE TO BREAK THIS TO YOU, HANDSOME... BUT YOU AND I **AREN'T** EXACTLY ON THE SAME **SIDE!**



Uh Oh!



THIS IS GOING TO BE A VERY PROFITABLE MATCH FOR ME!

THE POINTS FOR SPIDER-MAN ARE DOUBLE THOSE FOR KAINE!

DOUBLE -?!

Barely managed to dodge this new joker!

Why is he involved with Kaine and the Rhino?



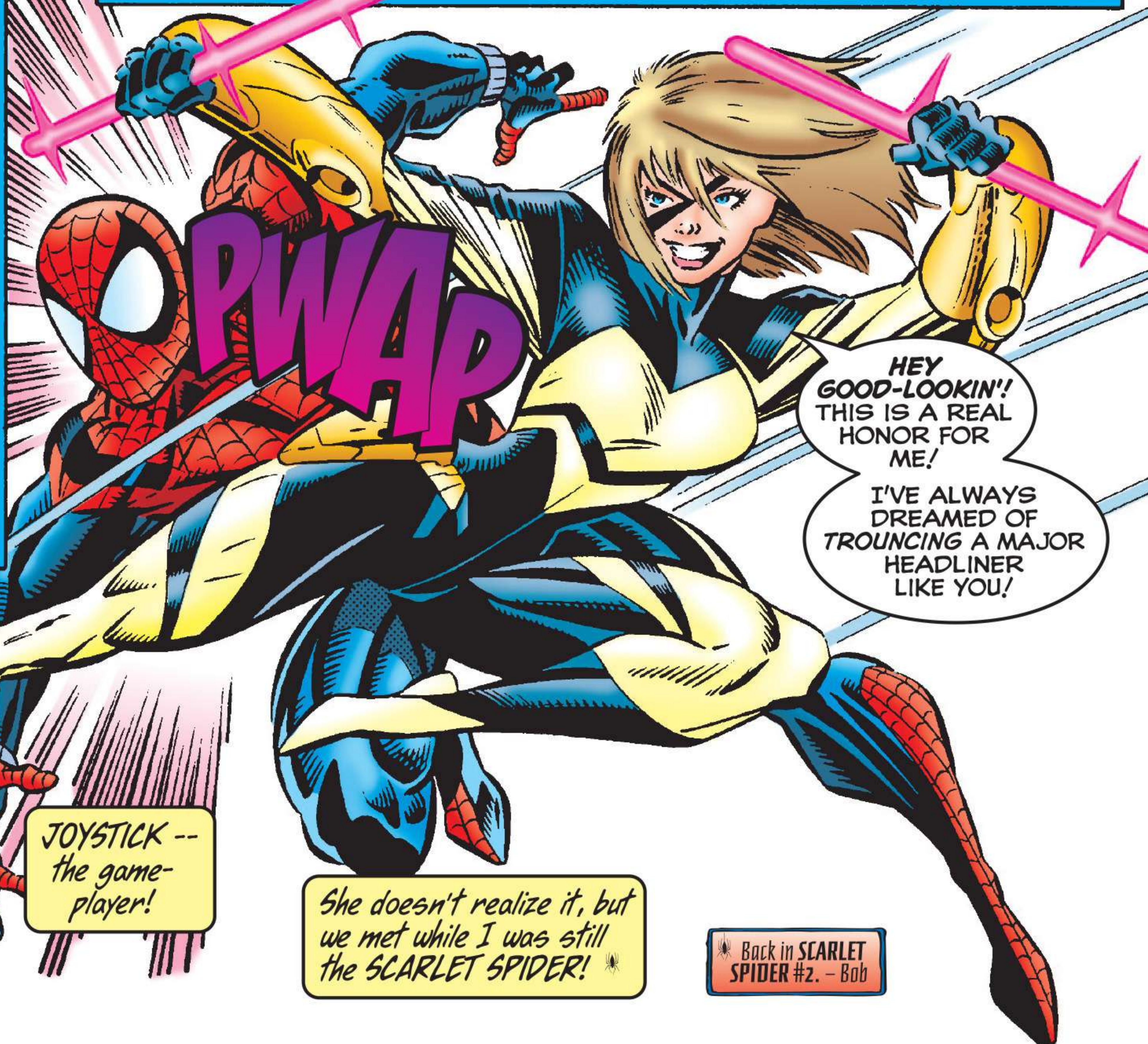
SWELL! My webbing isn't adhering to his aura!



I'll need another strategy to --

Oh, no!

I don't believe it!



HEY GOOD-LOOKIN'! THIS IS A REAL HONOR FOR ME!

I'VE ALWAYS DREAMED OF TROUNCING A MAJOR HEADLINER LIKE YOU!

JOYSTICK -- the game-player!

She doesn't realize it, but we met while I was still the SCARLET SPIDER!



IT'S UNFAIR!

NOBODY TOLD ME THE WEB-SWINGER WAS WORTH DOUBLE!

YOUR SO-CALLED SPONSOR USES YOU LIKE A MINDLESS TOOL -- AND YOUR ONLY CONCERN IS REMUNERATION?

I STRONGLY SUGGEST YOU REASSESS YOUR PRIORITIES!

Uuuuh

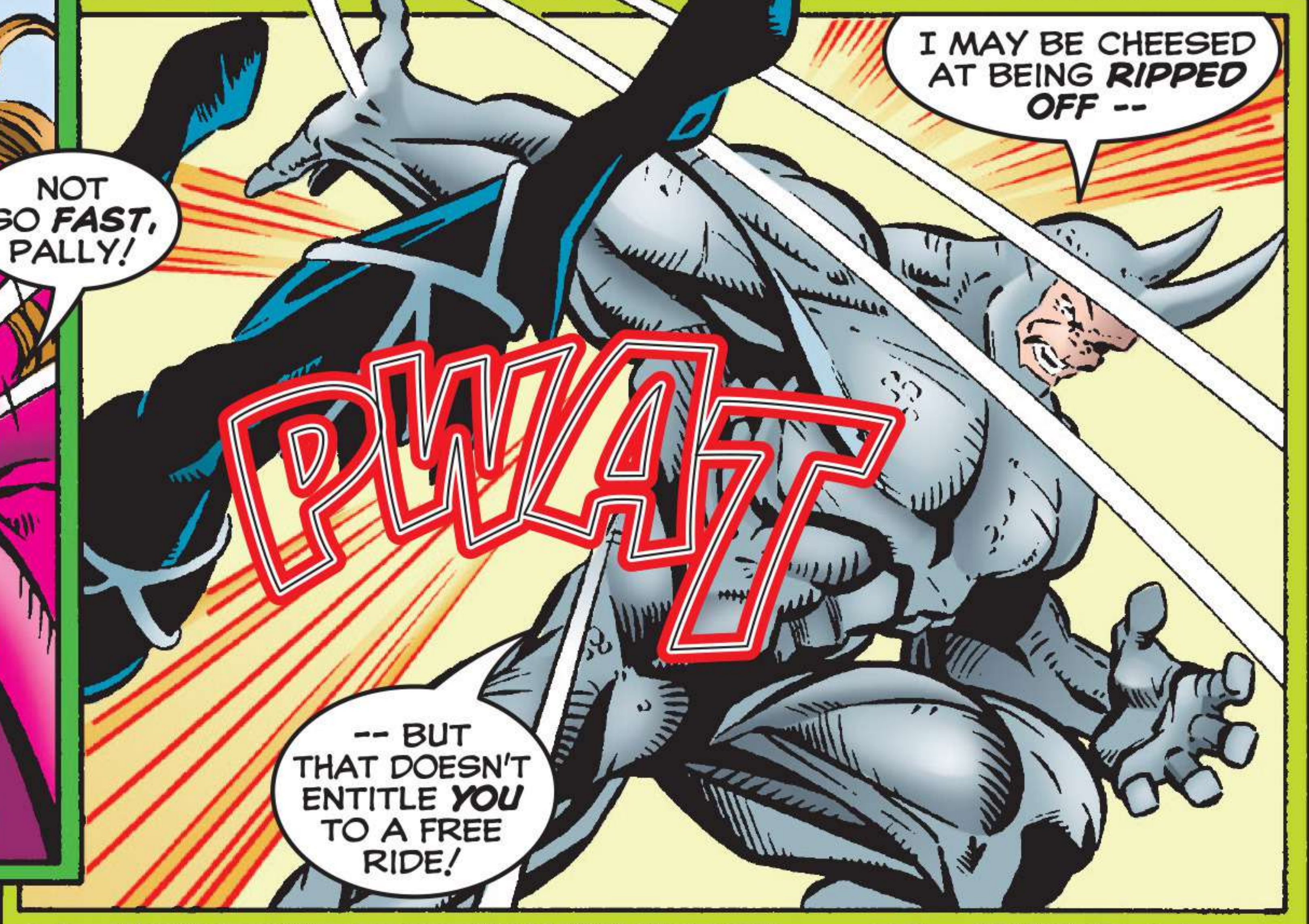


SHANNON! ARE YOU WELL ENOUGH TO TRAVEL --?

I... THINK SO!



NOT SO FAST, PALLY!



I MAY BE CHEESED AT BEING *RIPPED* OFF --

-- BUT THAT DOESN'T ENTITLE *YOU* TO A FREE RIDE!



HA

THWUM



I'M GOING FOR ALL THE POINTS --

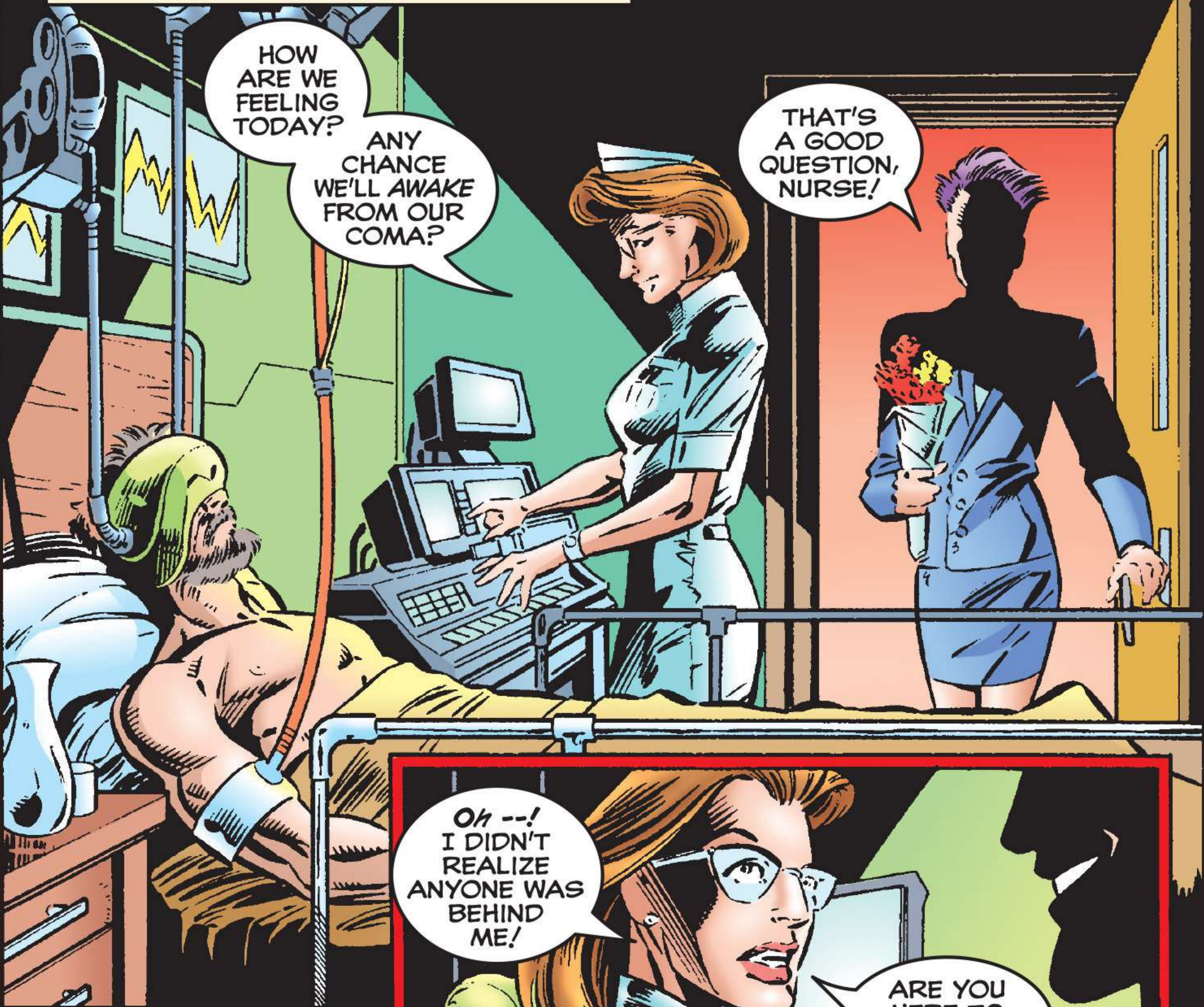
-- AND TWO BIG SCREENS!



HE LIES UNMOVING --

--UNCONSCIOUS--

-- HOOKED TO MACHINES WHICH NOTE HEALTHY LIFE SIGNS BUT DETECT ABSOLUTELY NO HIGHER BRAIN FUNCTION!



HOW ARE WE FEELING TODAY?

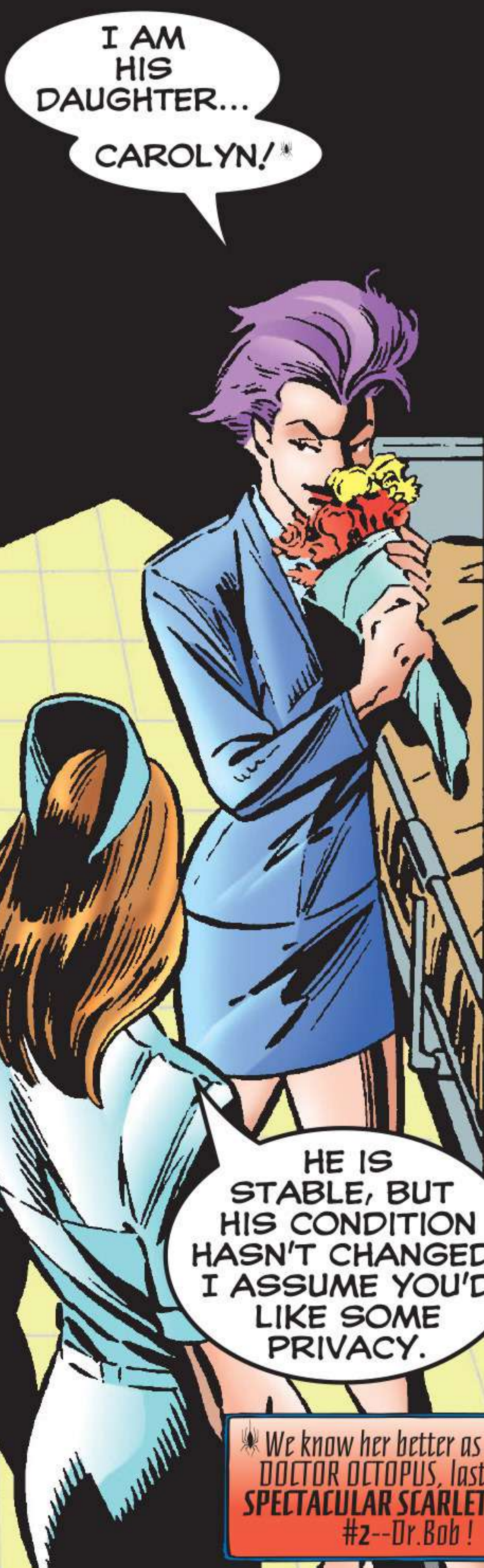
ANY CHANCE WE'LL AWAKE FROM OUR COMA?

THAT'S A GOOD QUESTION, NURSE!



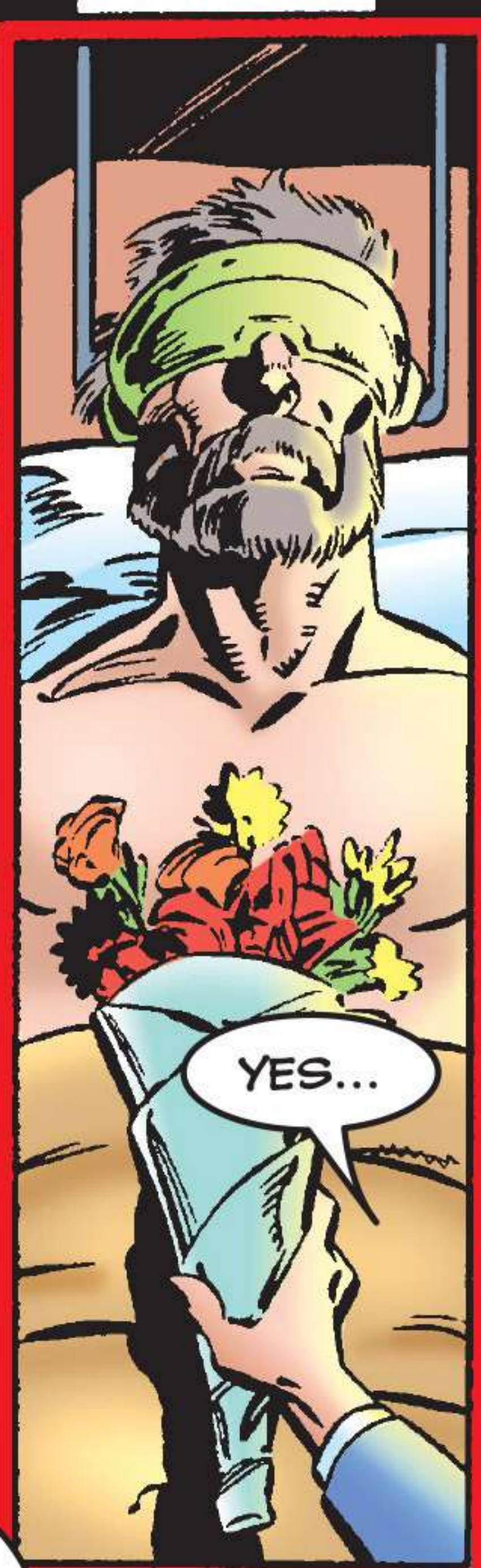
Oh --! I DIDN'T REALIZE ANYONE WAS BEHIND ME!

ARE YOU HERE TO SEE SEWARD TRAINER?



I AM HIS DAUGHTER...

CAROLYN!



YES...

I'LL BE AT THE NURSES STATION IF YOU NEED ME.

THANK YOU. I MUST MAKE THE MOST OUT OF EVERY PRECIOUS MOMENT I SPEND WITH FATHER.

HE'S SO PALE... SO FRAGILE AND VULNERABLE! IT'S PRETTY OBVIOUS THAT...



... HE WILL NOT SURVIVE MUCH LONGER!



We know her better as the new DOCTOR OCTOPUS, last seen in SPECTACULAR SCARLET SPIDER #2--Dr. Bob!

TIME
IS RUNNING
OUT FOR YOU,
GRUESOME!

**YOU'RE
GOING
DOWN!**

SUCH
CHILDISH
THREATS --

-- ONLY
SERVE TO
ILLUSTRATE YOUR
IGNORANCE AND
FRUSTRATION,
RHINO!

I HAVE
NOTHING TO
FEAR FROM A
MINDLESS
CRETIN LIKE
YOURSELF!

I AM
KAINE --

-- AND MY POWER IS
FAR **GREATER** --

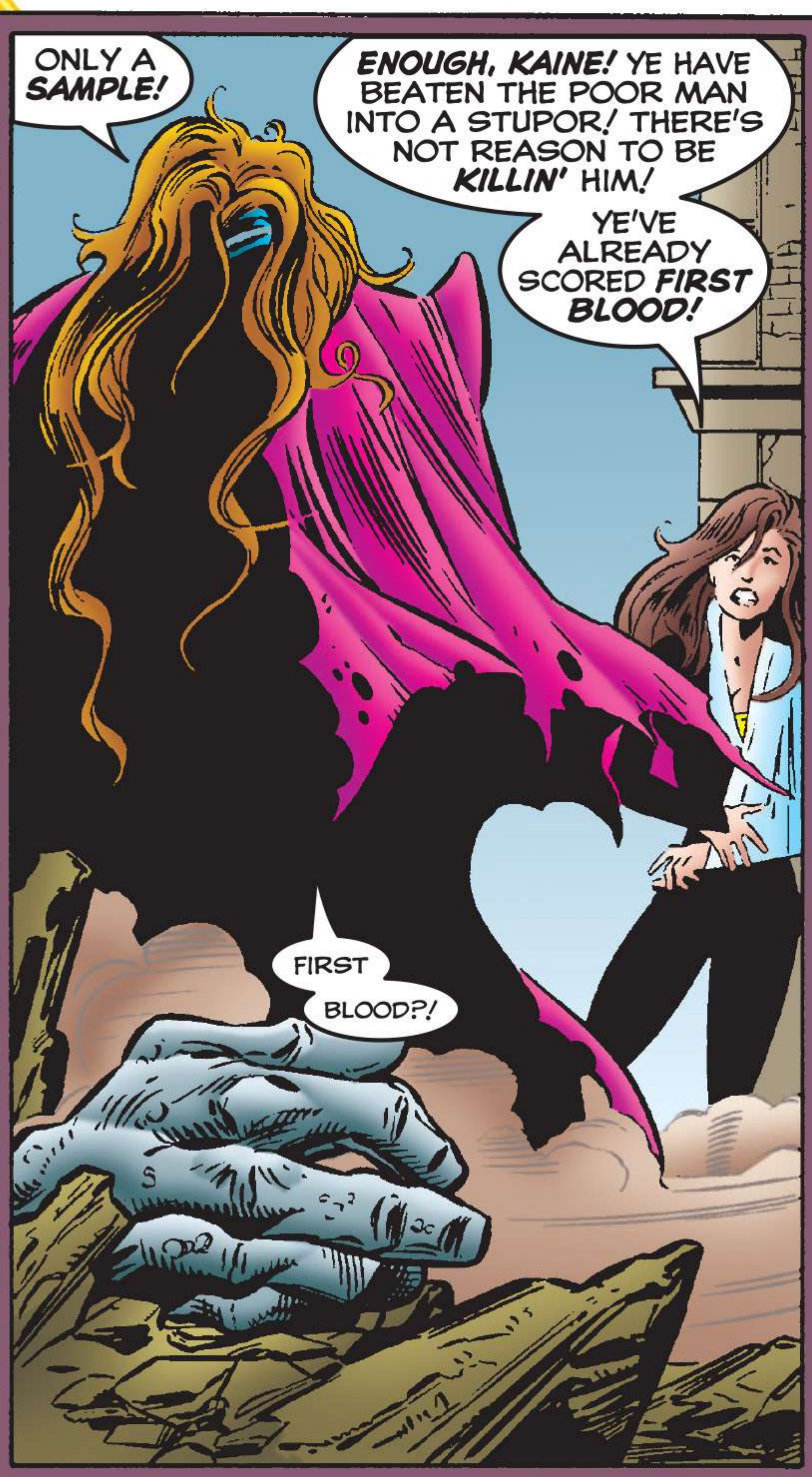
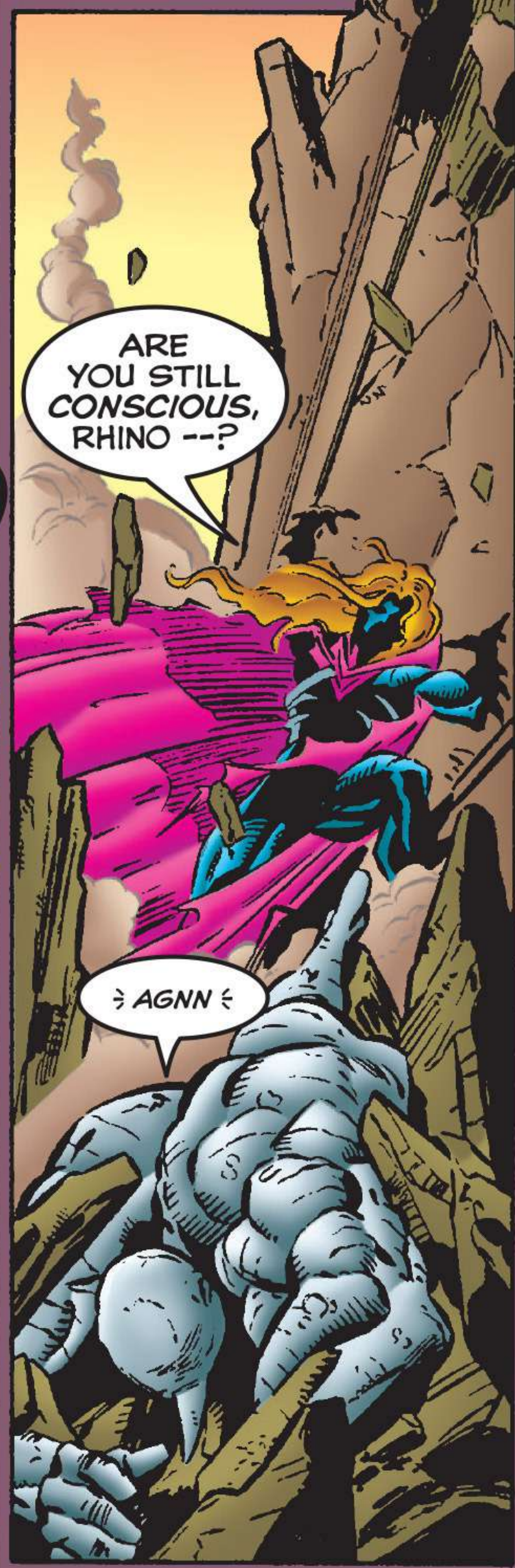
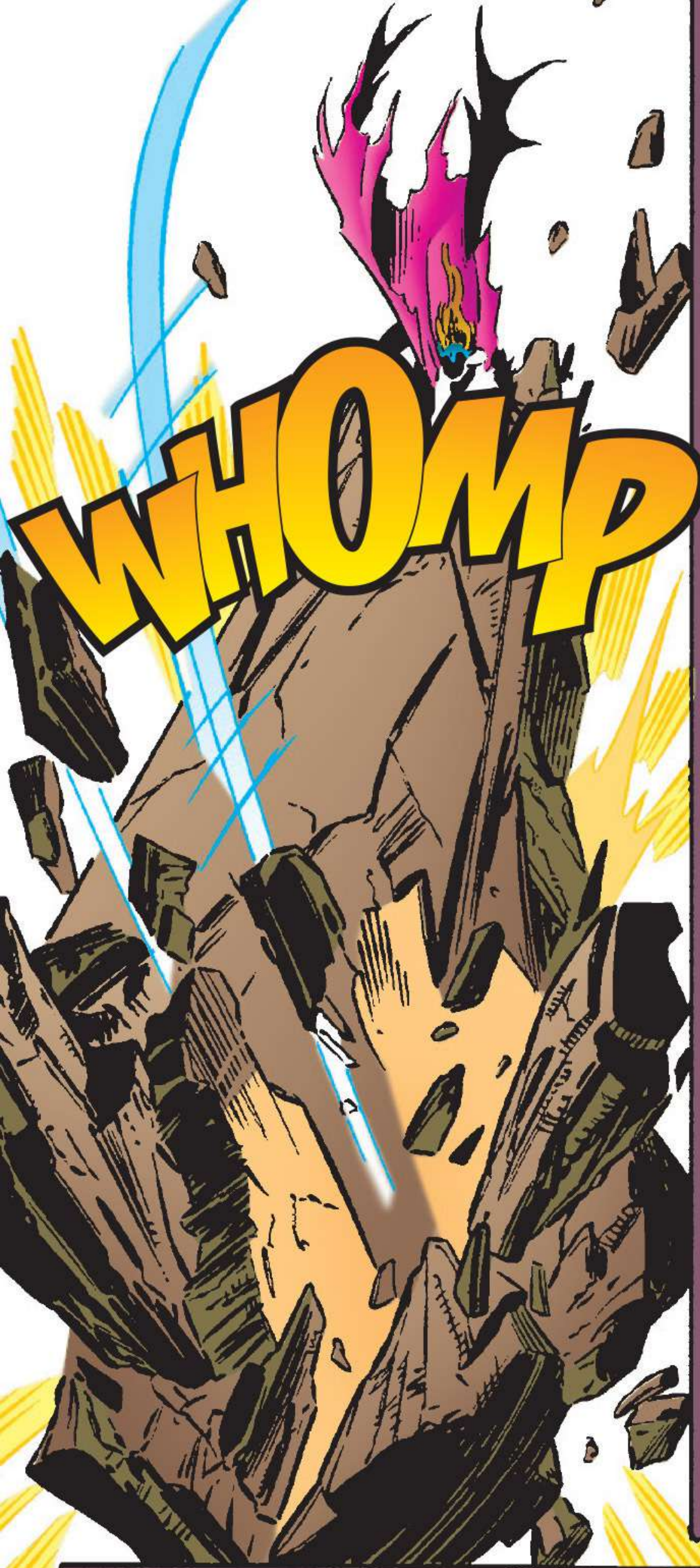
-- THAN
YOU SUSPECT!

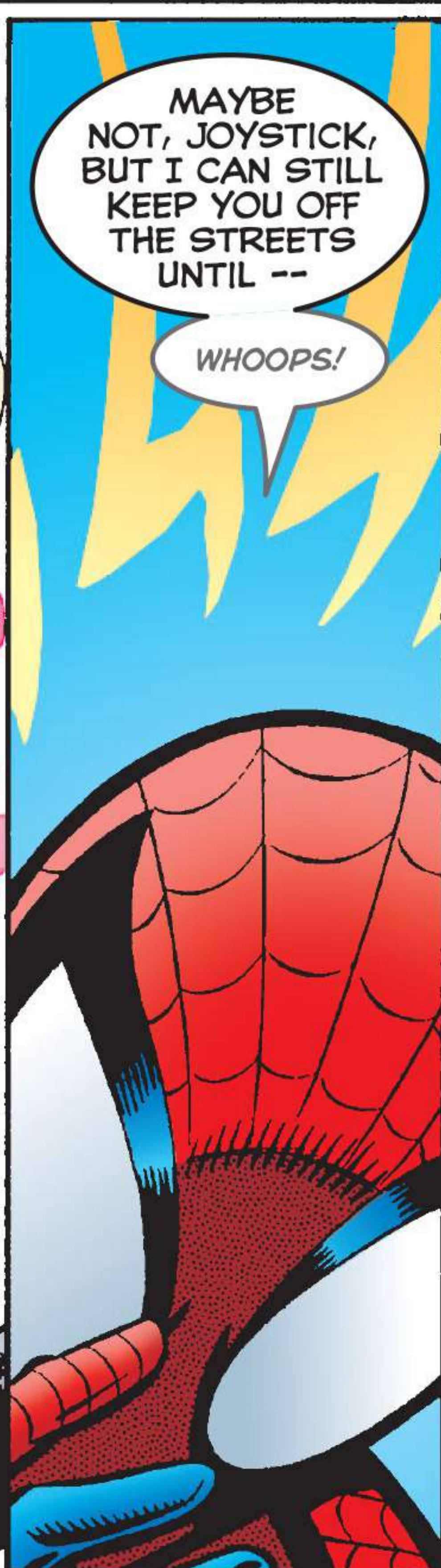
KRAKOOON

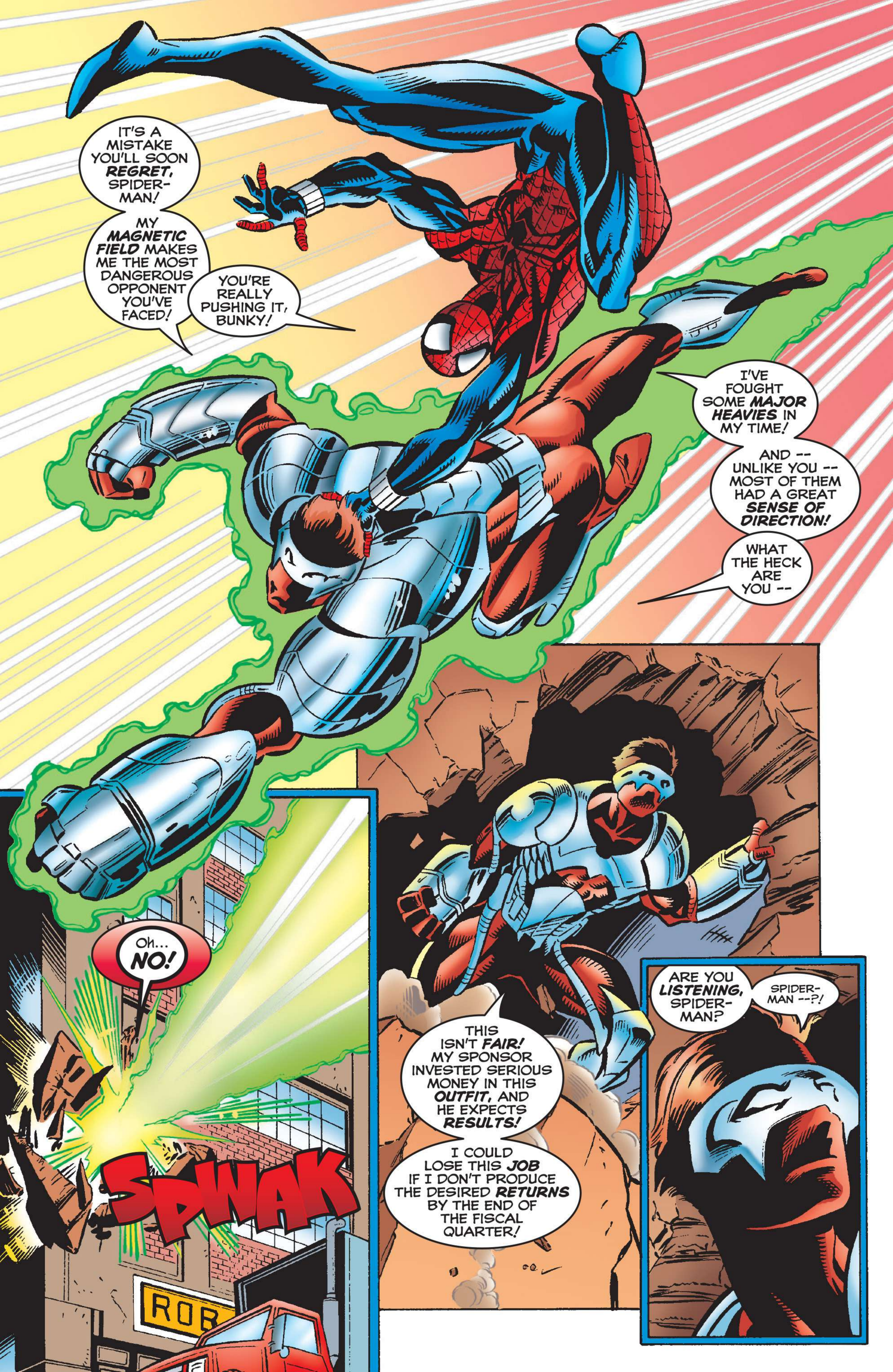
LIKE THE AMAZING
SPIDER-MAN, KAINE
CAN ALSO STICK TO
SURFACES --

-- BUT HE EXPLOITS
HIS ABILITY A MITE
DIFFERENTLY!

SWEET
MAMA --!







IT'S A MISTAKE
YOU'LL SOON
REGRET,
SPIDER-
MAN!

MY
MAGNETIC
FIELD MAKES
ME THE MOST
DANGEROUS
OPPONENT
YOU'VE
FACED!

YOU'RE
REALLY
PUSHING IT,
BUNKY!

I'VE
FOUGHT
SOME **MAJOR**
HEAVIES IN
MY TIME!

AND --
UNLIKE YOU --
MOST OF THEM
HAD A GREAT
SENSE OF
DIRECTION!

WHAT
THE HECK
ARE
YOU --

Oh...
NO!

SPWAK

THIS
ISN'T **FAIR!**
MY SPONSOR
INVESTED SERIOUS
MONEY IN THIS
OUTFIT, AND
HE EXPECTS
RESULTS!

I COULD
LOSE THIS **JOB**
IF I DON'T PRODUCE
THE DESIRED **RETURNS**
BY THE END OF
THE FISCAL
QUARTER!

ARE YOU
LISTENING,
SPIDER-
MAN?

SPIDER-
MAN --?!



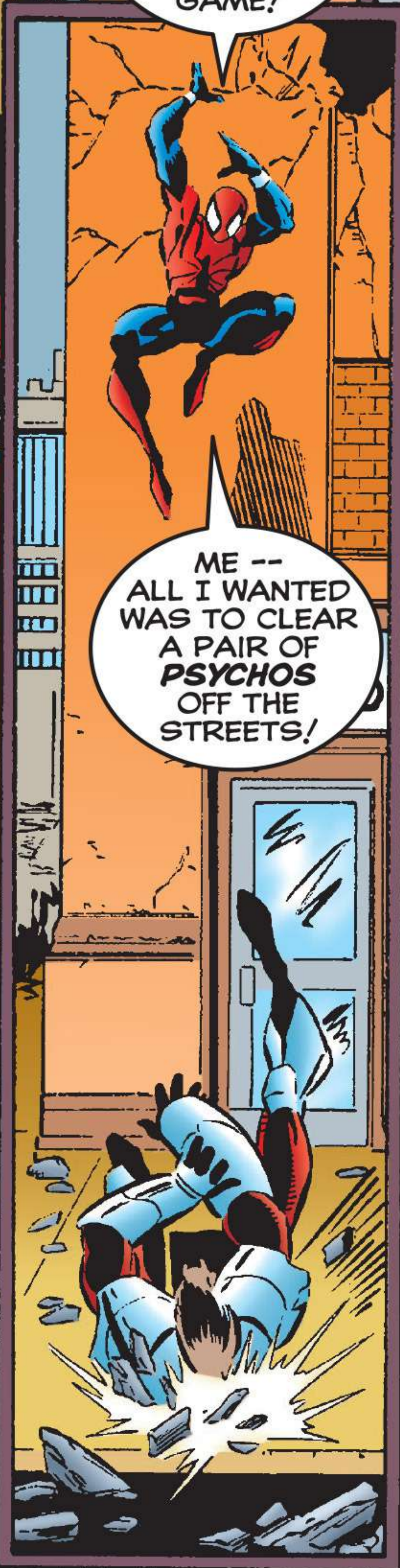
I
HEAR
YOU, ALL
RIGHT!

YOU
SOUND LIKE
EVERY OTHER
CORPORATE
WEASEL WHO
DANGLES FROM
THE HIGH WIRE
OF OFFICE
POLITICS!

POW
SWOOSH

IF YOU
WANT THE
PERKS THAT
COME FROM LIVING
IN THE FAST LANE,
DON'T WHINE WHEN
THE TIME COMES
TO **PAY** YOUR
TAB!

AT
LEAST
YOU HAD A
CHOICE ABOUT
PLAYING THIS
STUPID
GAME!



ME --
ALL I WANTED
WAS TO CLEAR
A PAIR OF
PSYCHOS
OFF THE
STREETS!



WHAT
DO I HAVE
TO **SHOW**
FOR MY
EFFORTS?

YOU
AND THE
RHINO!

THANKS
TO YOU
AND JOY-
STICK...

...KAINE
AND HIS
LADY FRIEND
ARE STILL
FREE!



SOMETIME
LATER, ON
THE WEST
COAST...

WONDERFUL!
KAINE'S INITIAL
MATCH WAS EVEN
MORE **PROFITABLE**
THAN WE'D
HOPED!

I
AM FEELING
EXCEPTIONALLY
GENEROUS, MY DEAR.
YOU MAY HAVE YOUR
CHOICE OF THE
SPOILS...

WOULD
YOU PREFER
THE **WINTER PALACE**,
THE **PAGODA** OR
THE **AEGEAN
MANSION**?

BY
THE WAY...
WHERE **IS** OUR
BOY?

HE'S
SCOUTIN' US
UP A REFUGE, Mr.
JOHNSMEYER!

FIGURED
IT WAS SAFE
T'CHECK IN WHILE
HE WAS GONE, BUT I
CAN'T STAY FOR
LONG!

YOU'D
BETTER GET **OFF**
THE LINE, SHANNON!
WE MUSTN'T MAKE
OUR PATSY
SUSPICIOUS!

I
HAVE
ALREADY BEGUN
MAKING ARRANGEMENTS
FOR HIS **NEXT** AND
POSSIBLY **FINAL**
GAME...

A
CHALLENGE
THAT I BELIEVE
IS DESTINED
TO CONQUER
KAINE!

The RHINO is one of my strongest foes, but I should have realized that he'd go down a lot easier than Kaine!

That maniac has spent too many years TORTURING me, filling my life with MISERY.

He's managed to ELUDE me once again...

...but NOT for long!

During the battle, I took a moment to tag Kaine's date with a SPIDER-TRACER!

The signal's coming in LOUD and CLEAR!

This is it --! My final showdown with Kaine! And hopefully, my chance to put this crazy GAME out of commission once and for all!

Hope my UNDERWEAR is in relatively decent shape!

Otherwise, I'll be real embarrassed if I'm the one who ends up in a HOSPITAL --

-- or the MORGUE!

TO BE CONCLUDED NEXT WEEK IN
SPIDER-MAN #66!



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THE RETURN OF Kaine Part 4 of 4

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SPIDER-MAN



HIGH ABOVE THE
ROOFTOPS OF
NEW YORK CITY.

They're
here...

...I can
feel them.

The signal from the spider-
tracer I slapped on the woman
with HIM is growing stronger.

Jaw is still aching
from that kick
Joystick gave me.

SEE AMAZING
SPIDER-MAN
#409. - Bob.

Should really
take it easy.

Yeah... right!
Like THAT'S
going to happen!

Not when HE's
involved in it all.

I didn't expect
to see him again.

Thought
he'd died.

One less clone of Peter Parker
walking the streets...

...and out
of my life.

But I should have
known better.

HE spent too many years
making my life miserable
to just lay down and die.

Well, here I
go again.

Down into the
darkness... down
to face...

...Kaine.

Stan Lee
presents:

THE RETURN OF **Kaine** Part 4 of 4

END GAME

Howard
Mackie
Writer

John
Romita, Jr.
Penciler

Al Williamson,
Dick Giordano
& Al Milgrom
Inkers

Richard Starkings
& Comcraft
Letters

Kevin
Tinsley
Colorist

Malibu's
Hues
Separations

Eric
Fein
Editor

Bob
Budiansky
Executive
Editor

Bob
Harras
Editor
in Chief





I'M
TAKING YOU
TO THE POLICE,
KAINE.

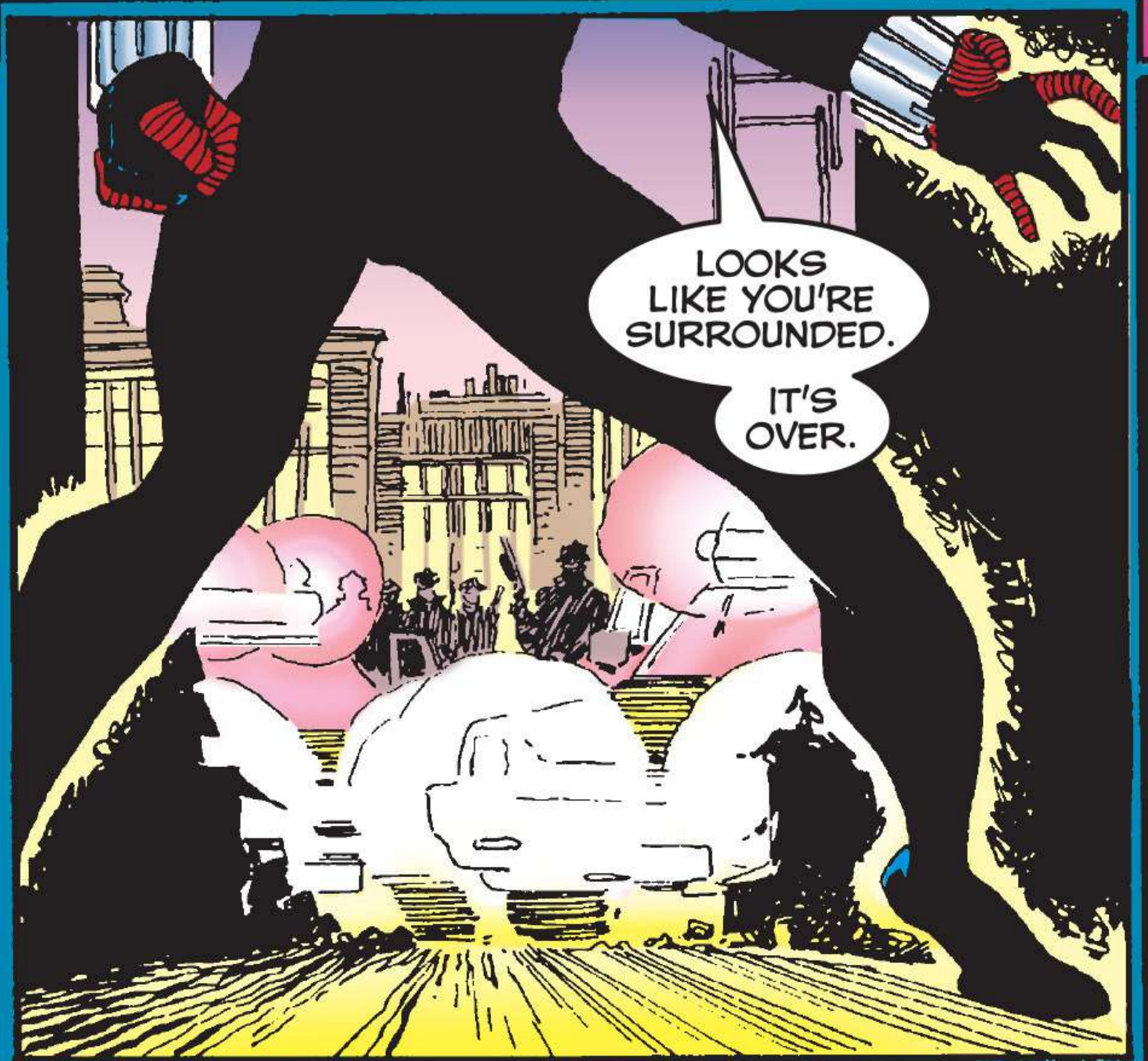
YOU'RE
A KILLER AND
I'M NOT GOING TO
LET YOU STAY ON
THE STREETS
ONE MINUTE
LONGER.

I HAVE
NO FIGHT WITH
YOU, SPIDER-MAN...



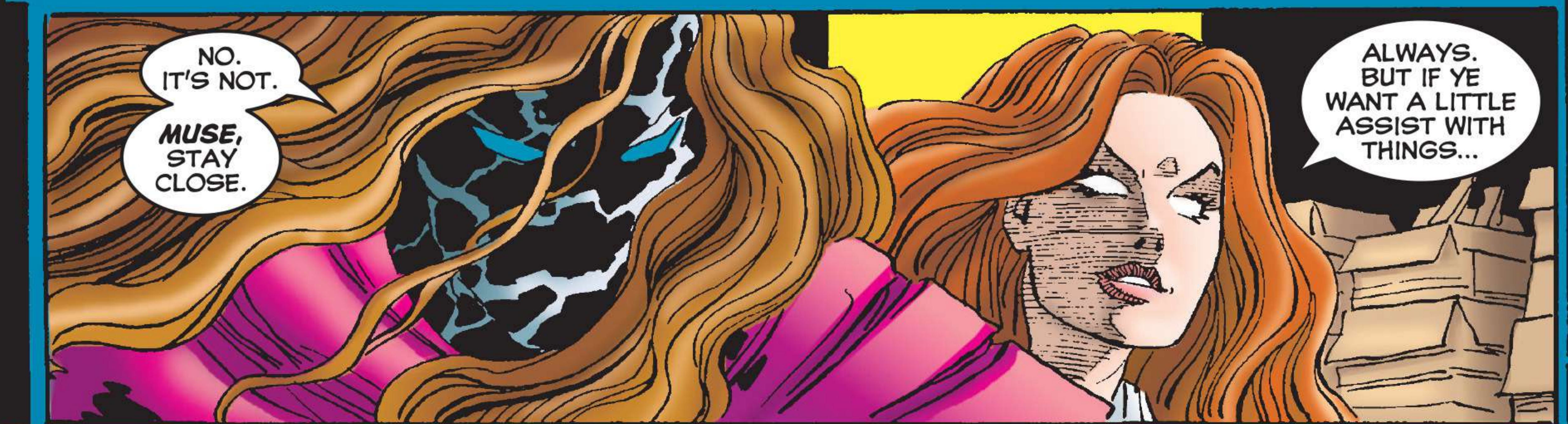
...BUT I'M NOT
GOING TO LET
YOU TAKE ME
IN.

FREEZE!



LOOKS
LIKE YOU'RE
SURROUNDED.

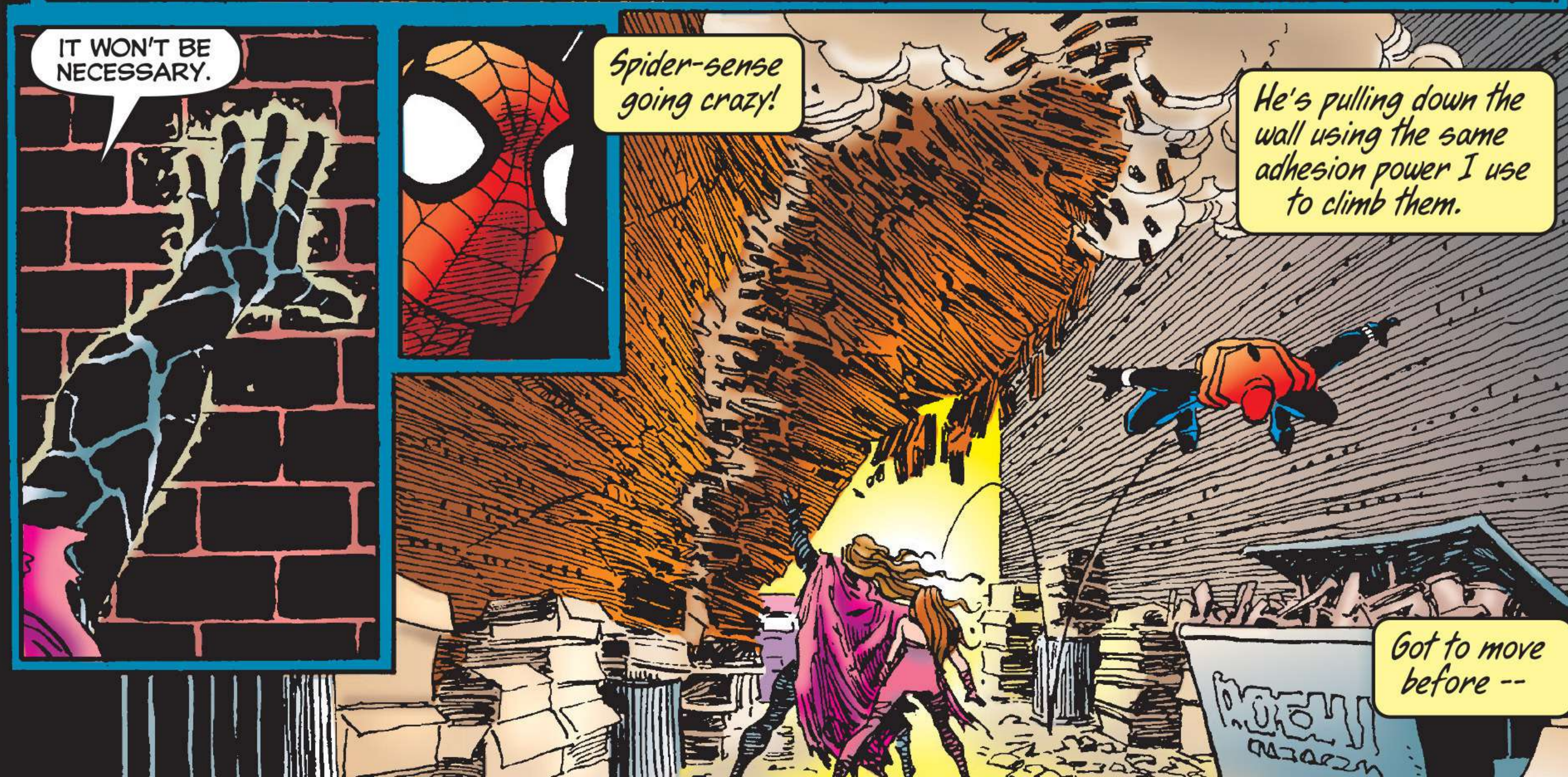
IT'S
OVER.



NO.
IT'S NOT.

MUSE,
STAY
CLOSE.

ALWAYS.
BUT IF YE
WANT A LITTLE
ASSIST WITH
THINGS...



IT WON'T BE
NECESSARY.

*Spider-sense
going crazy!*

*He's pulling down the
wall using the same
adhesion power I use
to climb them.*

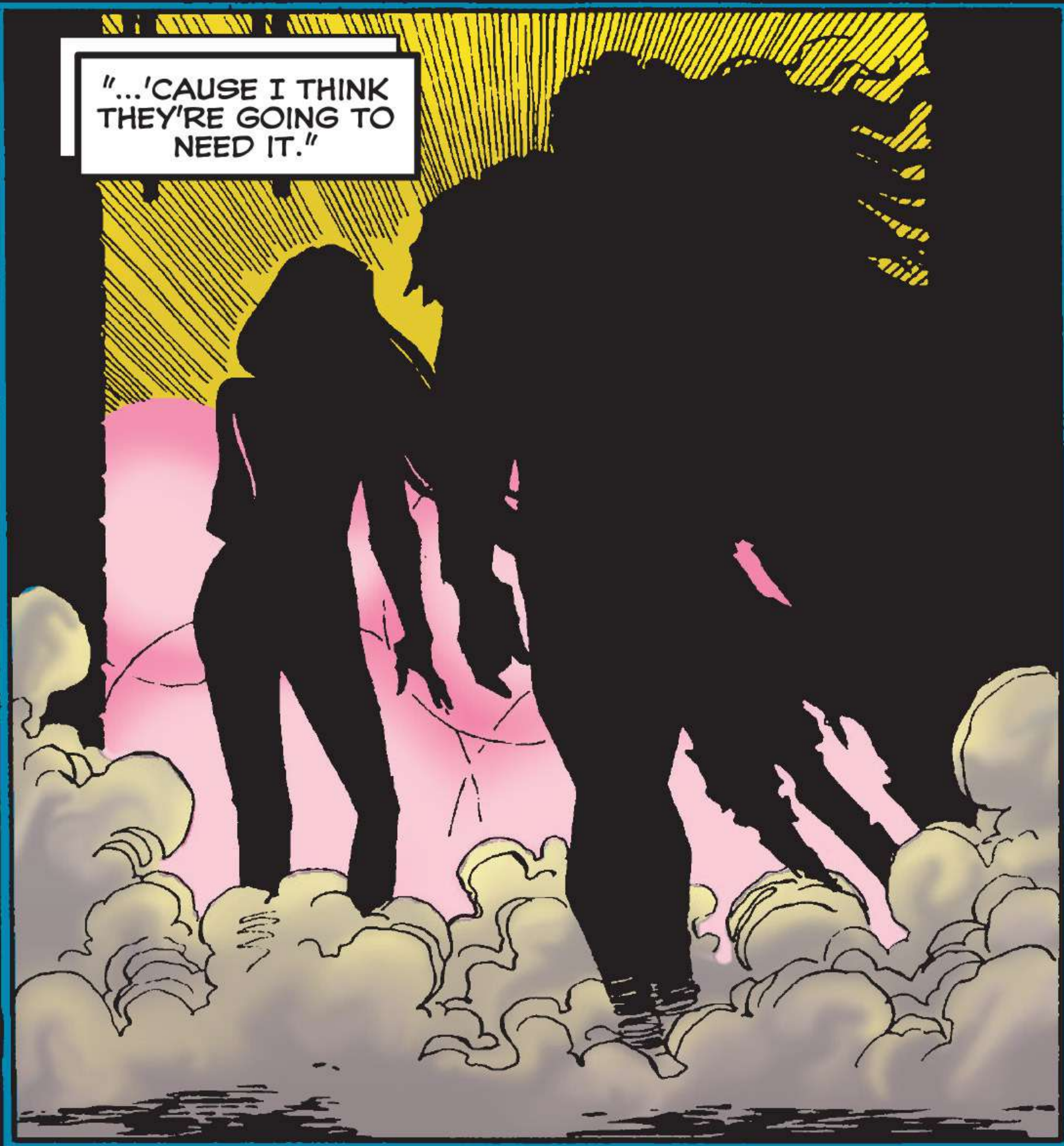
*Got to move
before --*



JEEZ!
WE CAN'T GET
THROUGH.

EVERYONE
AROUND THE
BLOCK. THEY'RE
GOIN' TO HAVE TO
COME OUT THE
OTHER END OF
THE ALLEY.

LET'S
BACK UP
THE OTHER
UNITS...



"...!CAUSE I THINK
THEY'RE GOING TO
NEED IT."



WHO IS THIS
BIG GUY?

WE WERE SENT OUT TO
BRING IN SPIDER-MAN FOR
STEALING A SKELETON
FROM THE MORGUE...

...SO
WHO DO WE
ARREST
NOW?

SEE SENSATIONAL
SPIDER-MAN #2. - Bob.

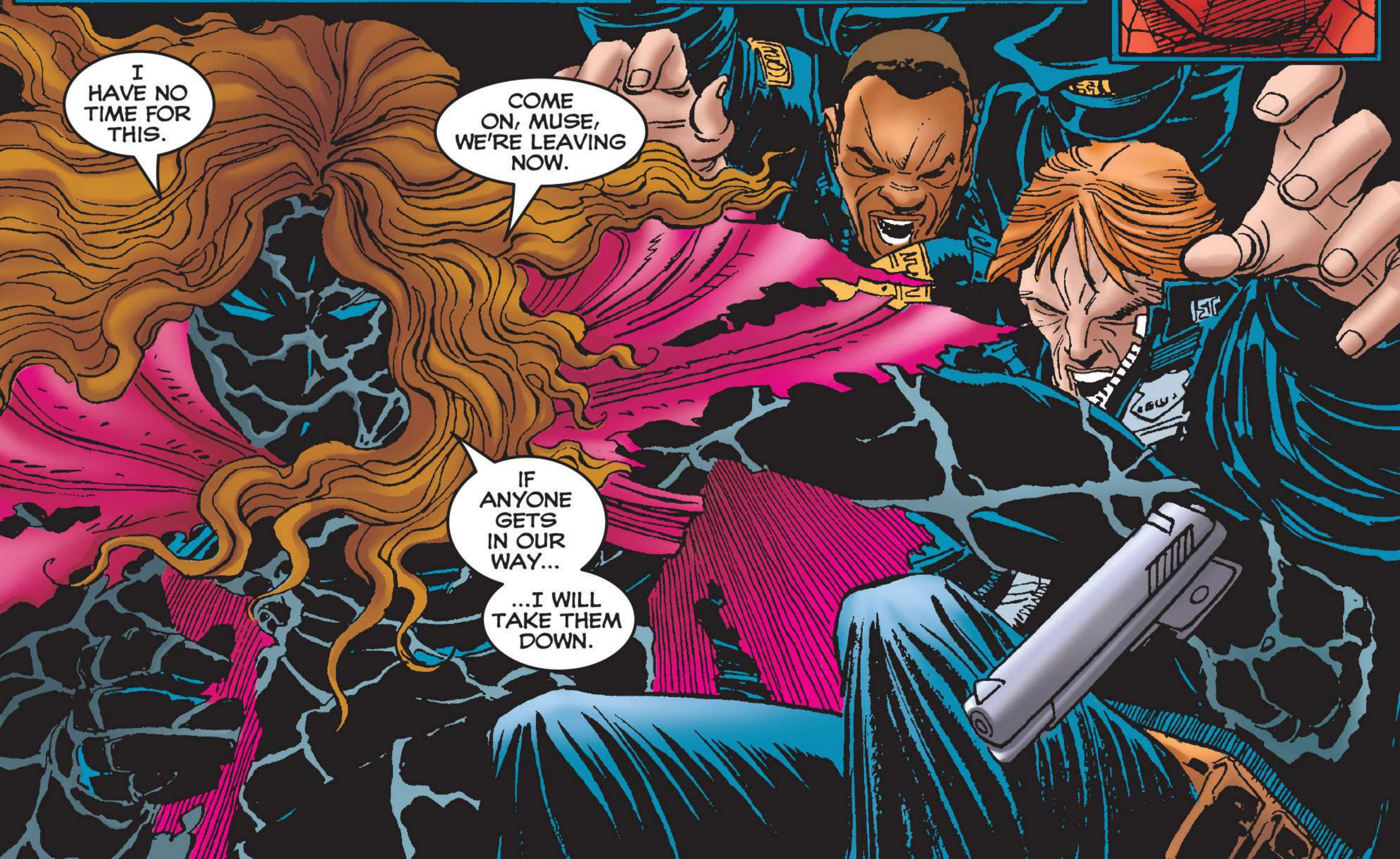


ALL OF
YOU -- JUST FREEZE
OR WE SHOOT!



They're after
ME?

Wonderful.

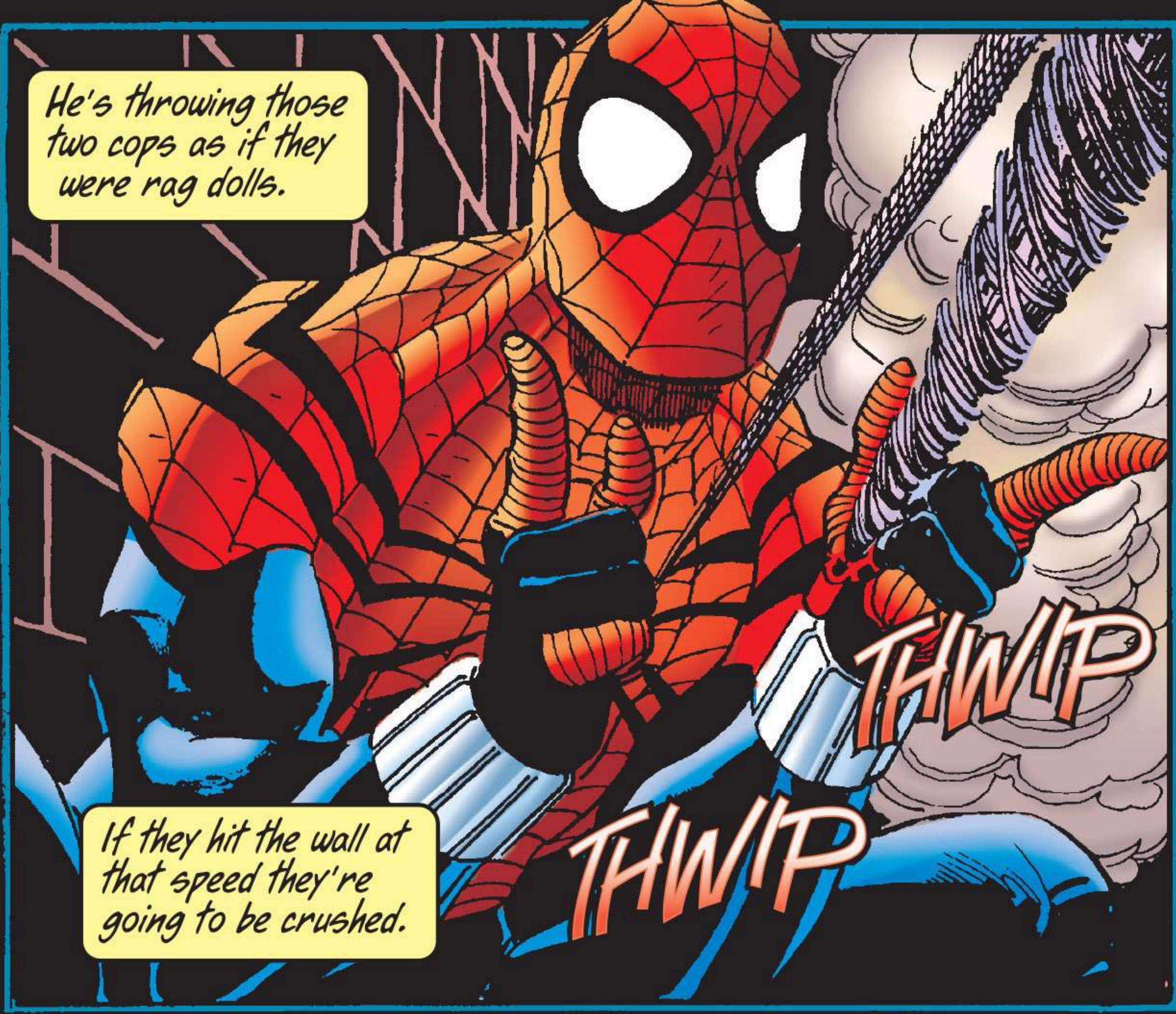


I
HAVE NO
TIME FOR
THIS.

COME
ON, MUSE,
WE'RE LEAVING
NOW.

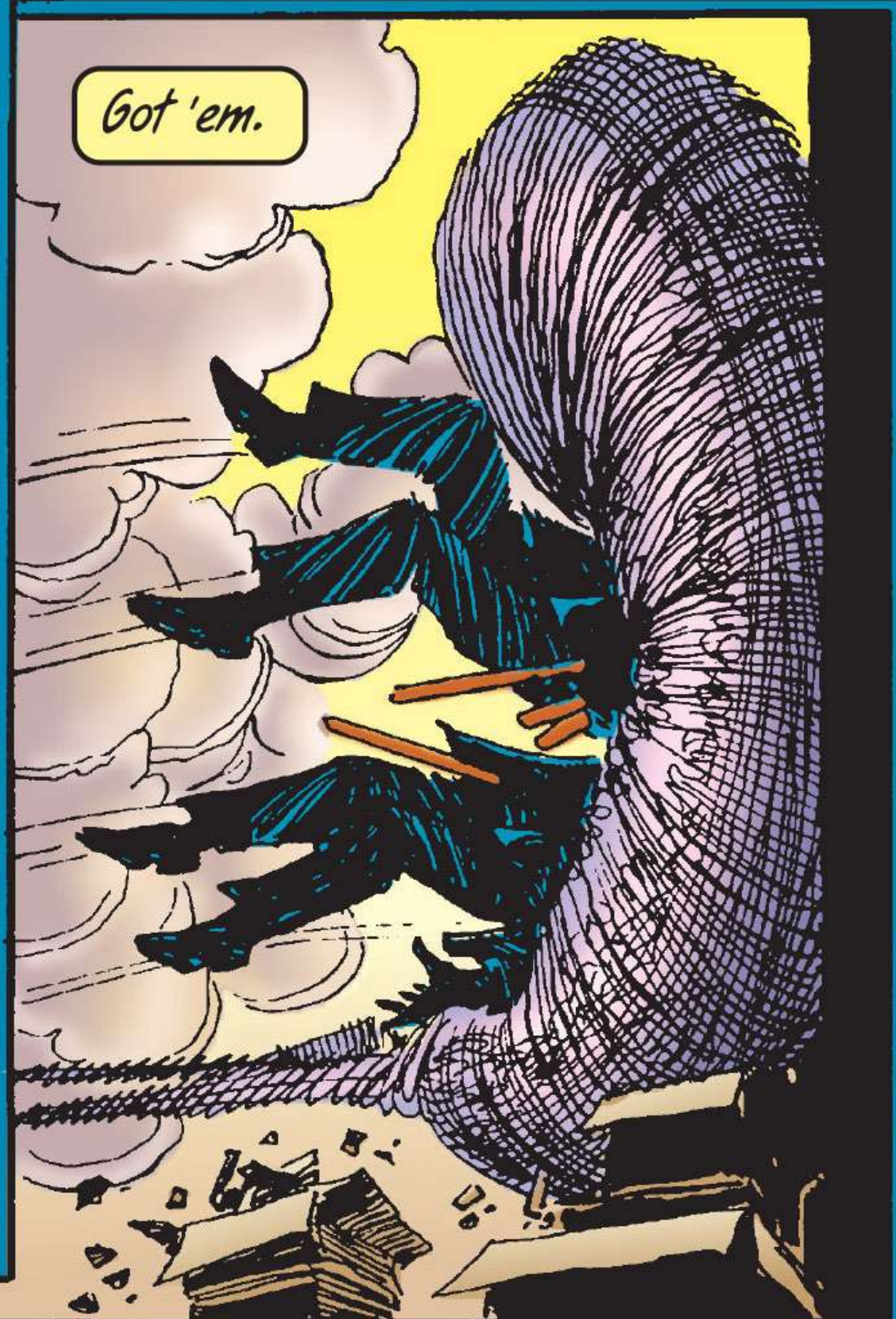
IF
ANYONE
GETS
IN OUR
WAY...

...I WILL
TAKE THEM
DOWN.

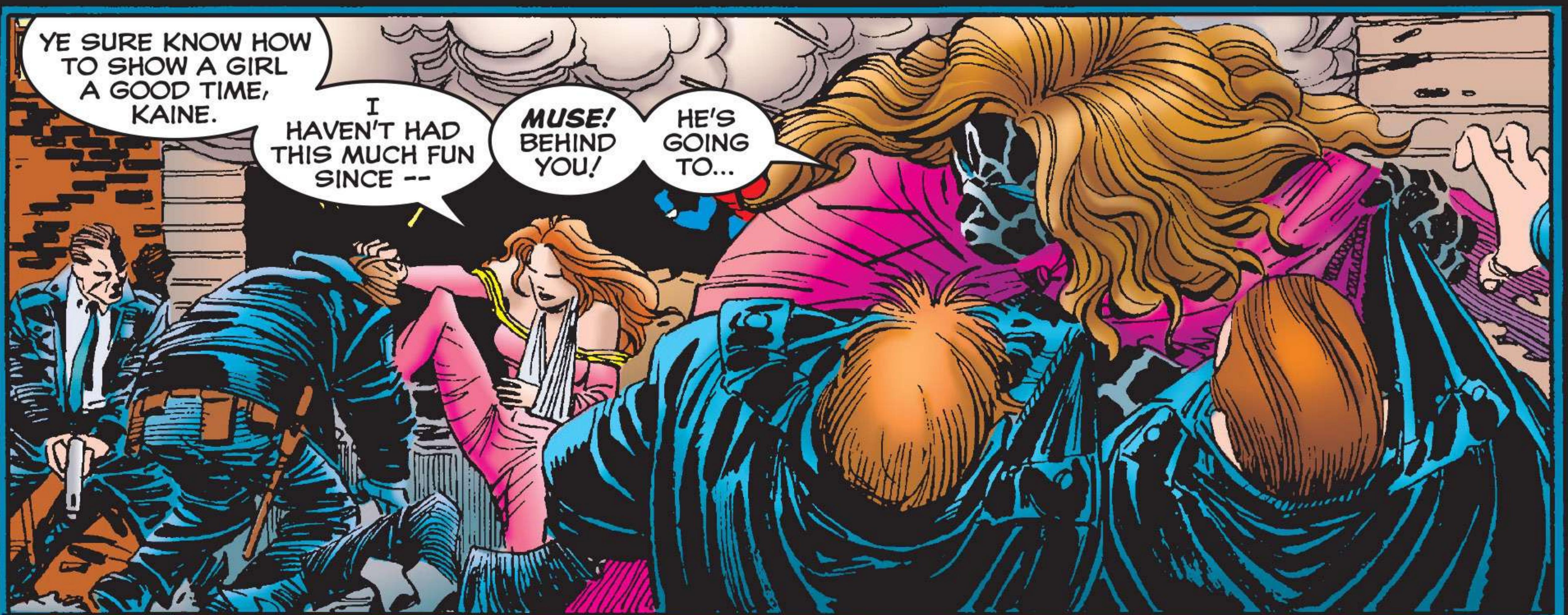


He's throwing those two cops as if they were rag dolls.

If they hit the wall at that speed they're going to be crushed.



Got 'em.

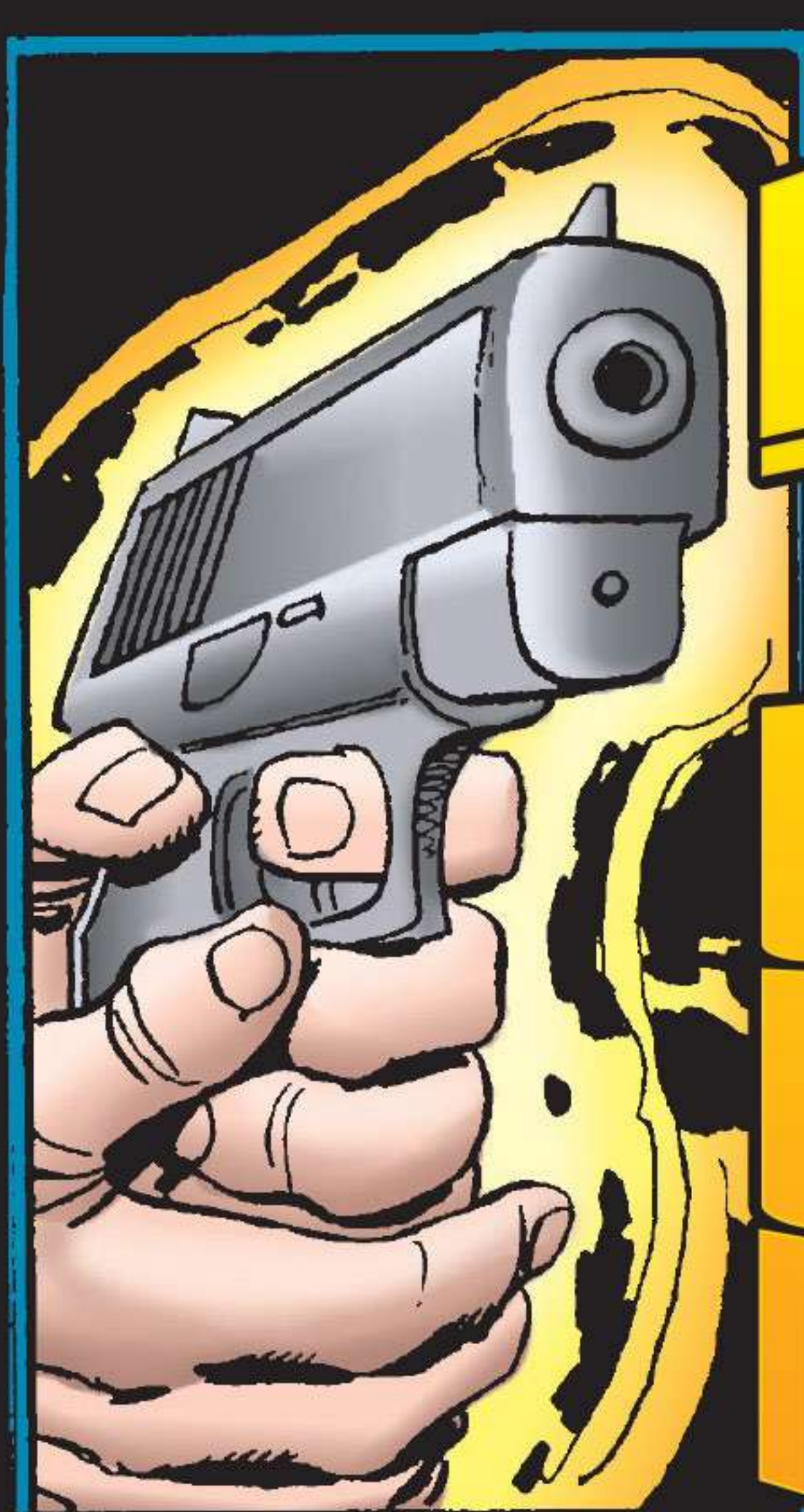


YE SURE KNOW HOW TO SHOW A GIRL A GOOD TIME, KAINE.

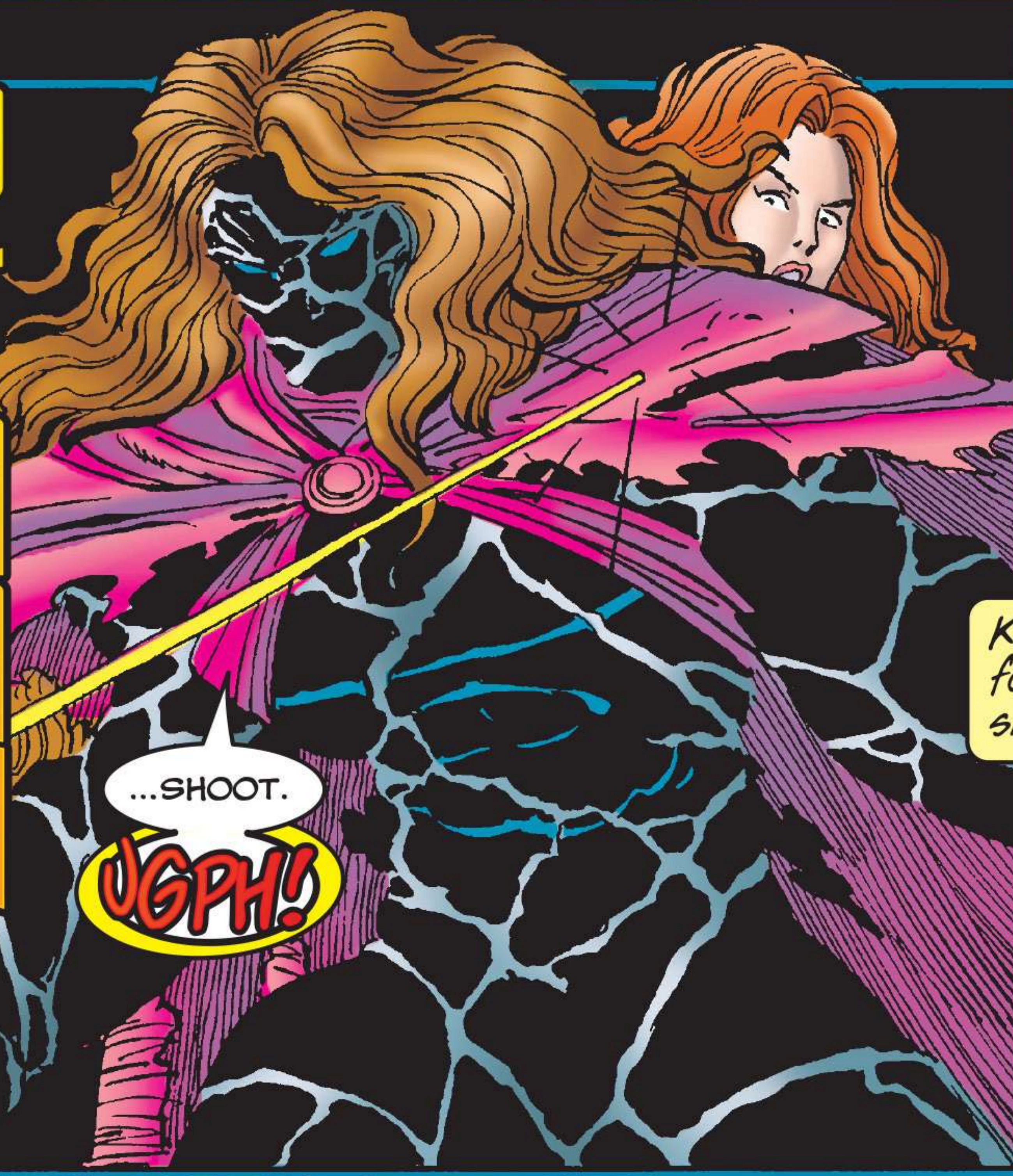
I HAVEN'T HAD THIS MUCH FUN SINCE --

MUSE! BEHIND YOU!

HE'S GOING TO...



BOOM



...SHOOT.

UGPH!



Kaine took the bullet for her and it's barely slowing him down.

Got to get to him before he --

Not again.

Pulled the
wall down.

It's falling
towards
the cops.

He knows I won't
let them get hurt.

Knows I
can't.

Knows me better than
I know myself.

He and Muse got
away while I was
saving the day.

And now, just to show
their gratitude, the police
are going to offer me
a hearty --

FREEZE!

So much for
gratitude.

SEVERAL
BLOCKS
AWAY.

D' YE
THINK
WE LOST
HIM?

NOT FOR
LONG.

YE THINK,
EVEN AFTER
WHAT YE DID
BACK THERE, HE'LL
STILL BE COMING
FER YE?

HE HAS
NO CHOICE.
I REPRESENT
EVERYTHING
HE STANDS
AGAINST.

HE'LL
COME.

LET
HIM.

LOOK AT
HER.

I'VE
NOT HAD SO
MUCH FUN IN
MONTHS.

DID
YE CATCH
THE LOOKS ON
THEIR FACES WHEN
YE PULLED
THE WALL
DOWN?

SO YOUNG...
SO BEAUTIFUL...
SO FULL OF LIFE.

SOMETHING ABOUT
HER REMINDS ME OF...

...LOUISE
KENNEDY!

THE ONLY WOMAN I
HAVE EVER ALLOWED
MYSELF TO GROW CLOSE
TO... TO LOVE.

YOU'RE
BLEEDING.

SEE SPIDER-MAN: THE LOST
YEARS LIMITED SERIES. - Eric

WHAT?

HELLO?
EARTH TO
KAINE!

STAND
STILL WHILE
I TRY TO
STAUNCH
THIS.

IT'S
OKAY. IT
DOESN'T HURT...
REALLY.

JUST
STAND
STILL.

I CAN'T BELIEVE YE
TOOK A BULLET
FOR ME.

THANKS.

NOW
HOLD
STILL.



YE
REALLY HATE
THEM, DON'T
YE? THE GAME
SPONSORS, I
MEAN.

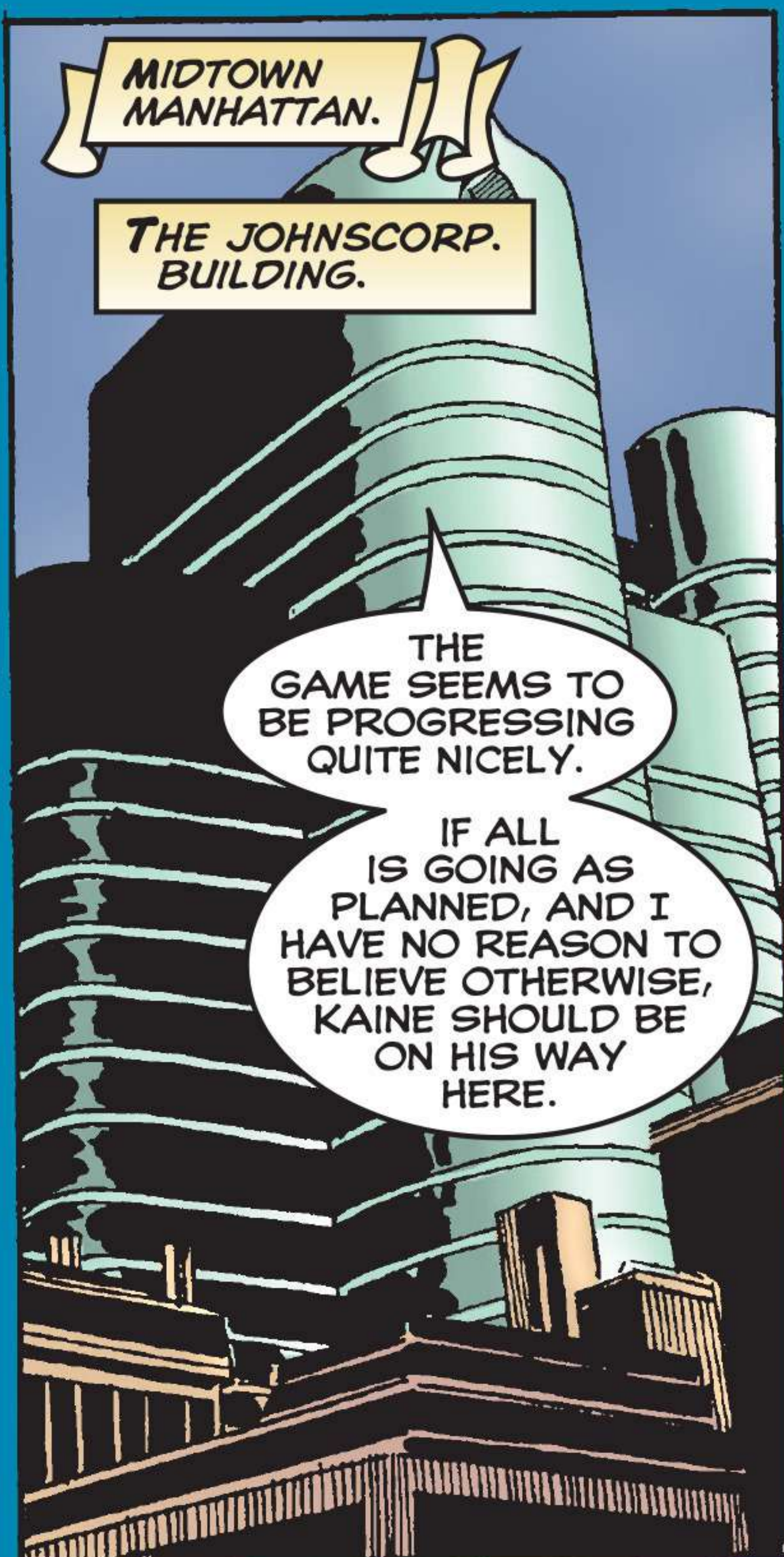
I
HATE ANYONE
WHO CHOOSES
TO USE OTHERS
AS THEIR
PAWNS.

A LONG
TIME AGO SOMEONE
TRIED TO USE **ME** AS THEIR
PAWN... AND I'M NOT GOING
TO LET THAT HAPPEN AGAIN.

RIGHT NOW YOU'RE
THE ONLY PERSON I
TRUST, SHANNON.

YOU EARNED THAT TRUST WHEN
YOU RESCUED ME FIRST FROM
THE REGENERATION POD AND
THEN FROM THE OTHER
GAME PLAYERS.

AND
I'M GOING
TO REPAY THAT
TRUST BY BRINGING
THE GAME AND ITS
SPONSORS DOWN --
AS SOON AS YOU
TAKE ME TO
JOHNSMEYER'S
HEADQUARTERS.



MIDTOWN
MANHATTAN.

THE JOHNSCORP.
BUILDING.

THE
GAME SEEMS TO
BE PROGRESSING
QUITE NICELY.

IF ALL
IS GOING AS
PLANNED, AND I
HAVE NO REASON TO
BELIEVE OTHERWISE,
KAINE SHOULD BE
ON HIS WAY
HERE.

WHAT OF THIS SPIDER-MAN?
IS HE TO BE ELIMINATED
FROM THE PLAYING FIELD
BEFORE THE FINAL
EVENT?

NO... NO... NO... I WILL TAKE HIM
ON AS A WILD CARD PLAYER...
ALL MY WAGERING WILL
INVOLVE HIM. ANY
TAKERS?

YOU
ARE ON.

DOUBLE
THE USUAL? WIRE
TRANSFERS TO THE
CAYMAN ISLANDS
ACCOUNTS?

OF
COURSE.



IT
TRULY IS A SHAME
FOR YOU, JOHNSMEYER,
THAT YOUR MUSE WAS
TAKEN OUT OF PLAY
WITH THAT INJURY
OF HERS.

A SHAME
INDEED. SHE WAS
A VALUABLE ASSET
TO MY PLAYING, BUT...



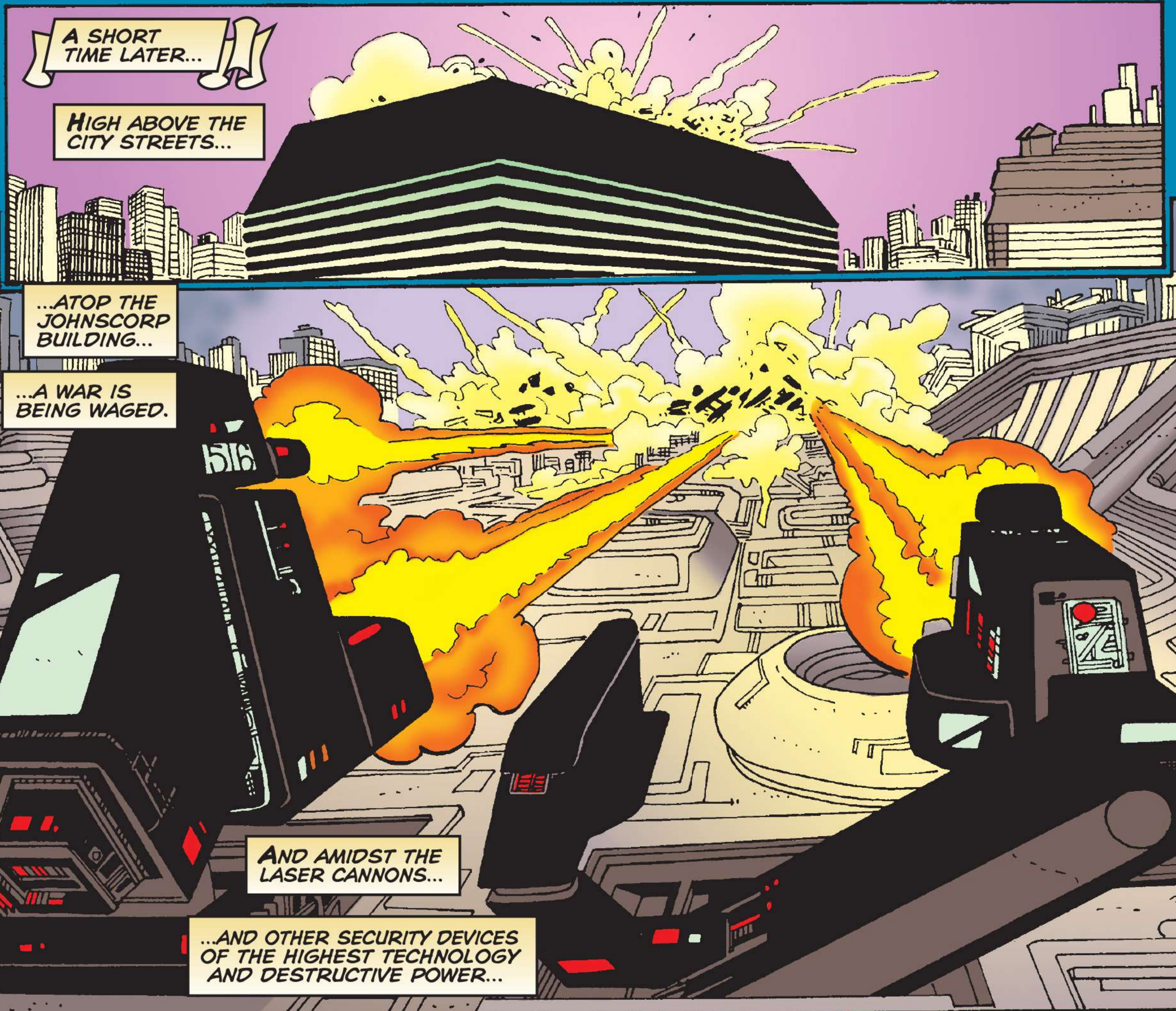
...SOMEHOW
I'LL BE SEEING
MY WAY TO
BETTER TIMES
AHEAD.

FOR
NOW I'LL
HAVE TO MAKE
DO WITH
KAINE.

NOW
LET US BEGIN
SOME REAL
WAGERING,
GENTLEMEN.

DAILY BUGLE





A SHORT
TIME LATER...

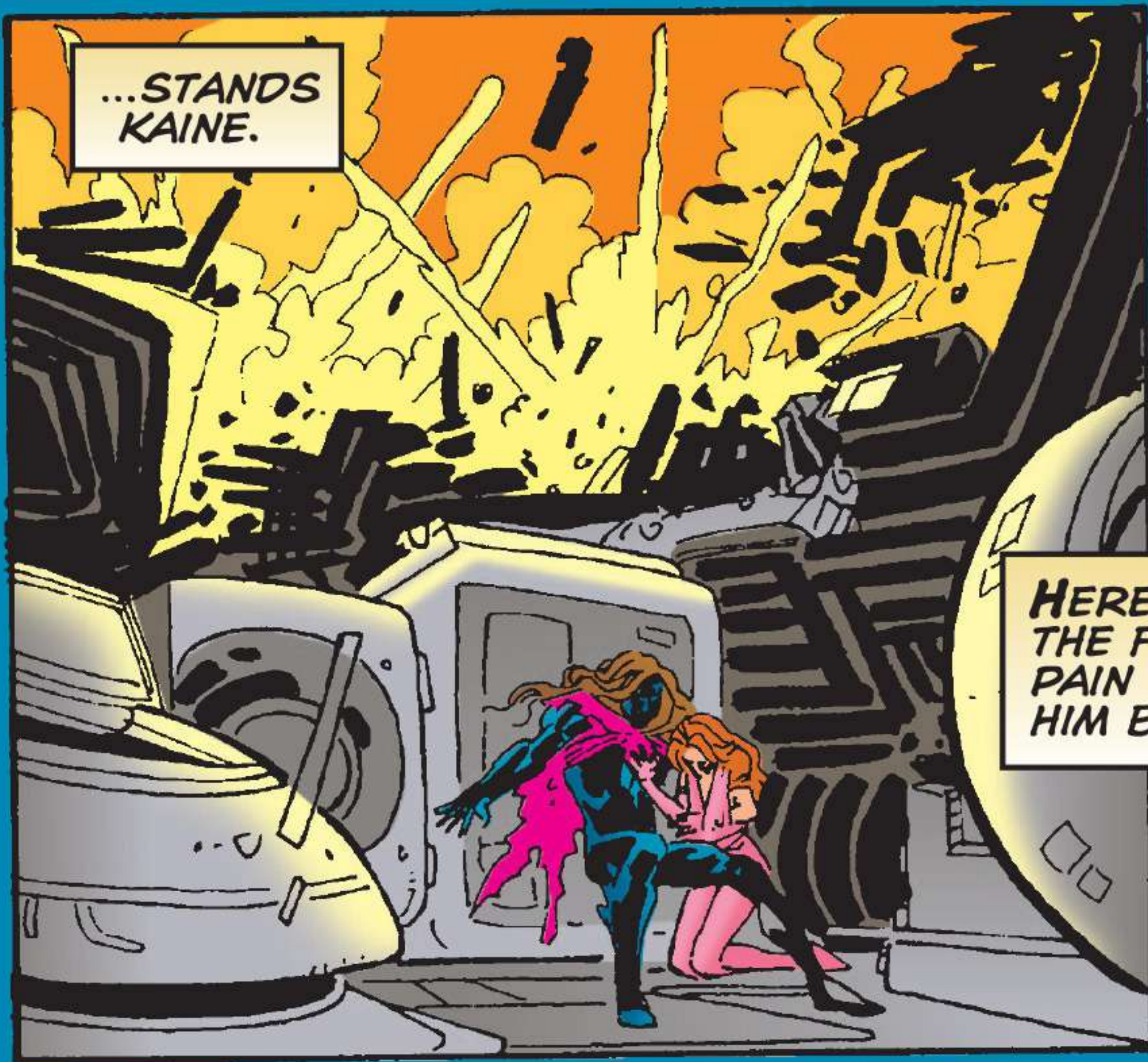
HIGH ABOVE THE
CITY STREETS...

...ATOP THE
JOHNSCORP
BUILDING...

...A WAR IS
BEING WAGED.

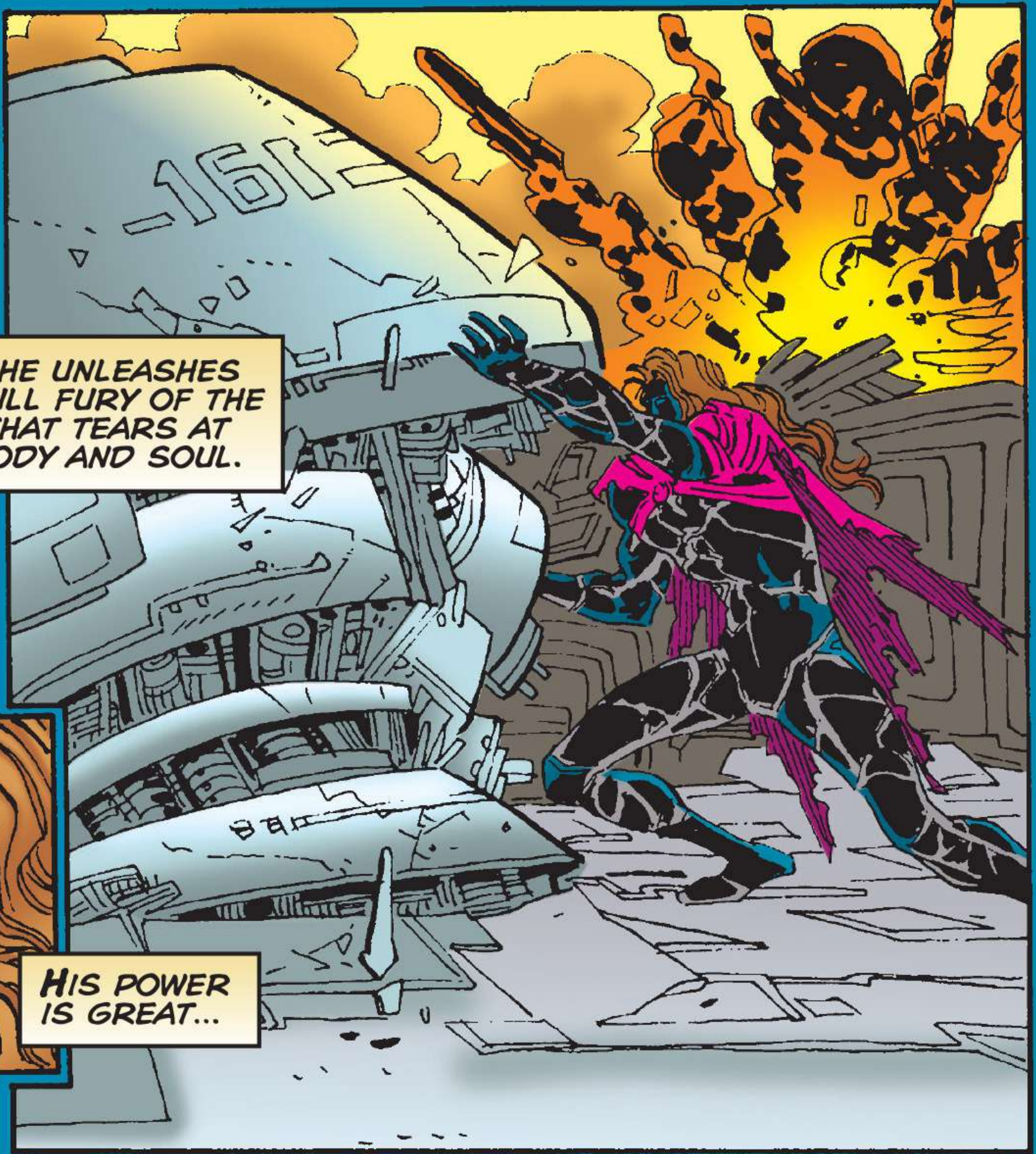
AND AMIDST THE
LASER CANNONS...

...AND OTHER SECURITY DEVICES
OF THE HIGHEST TECHNOLOGY
AND DESTRUCTIVE POWER...



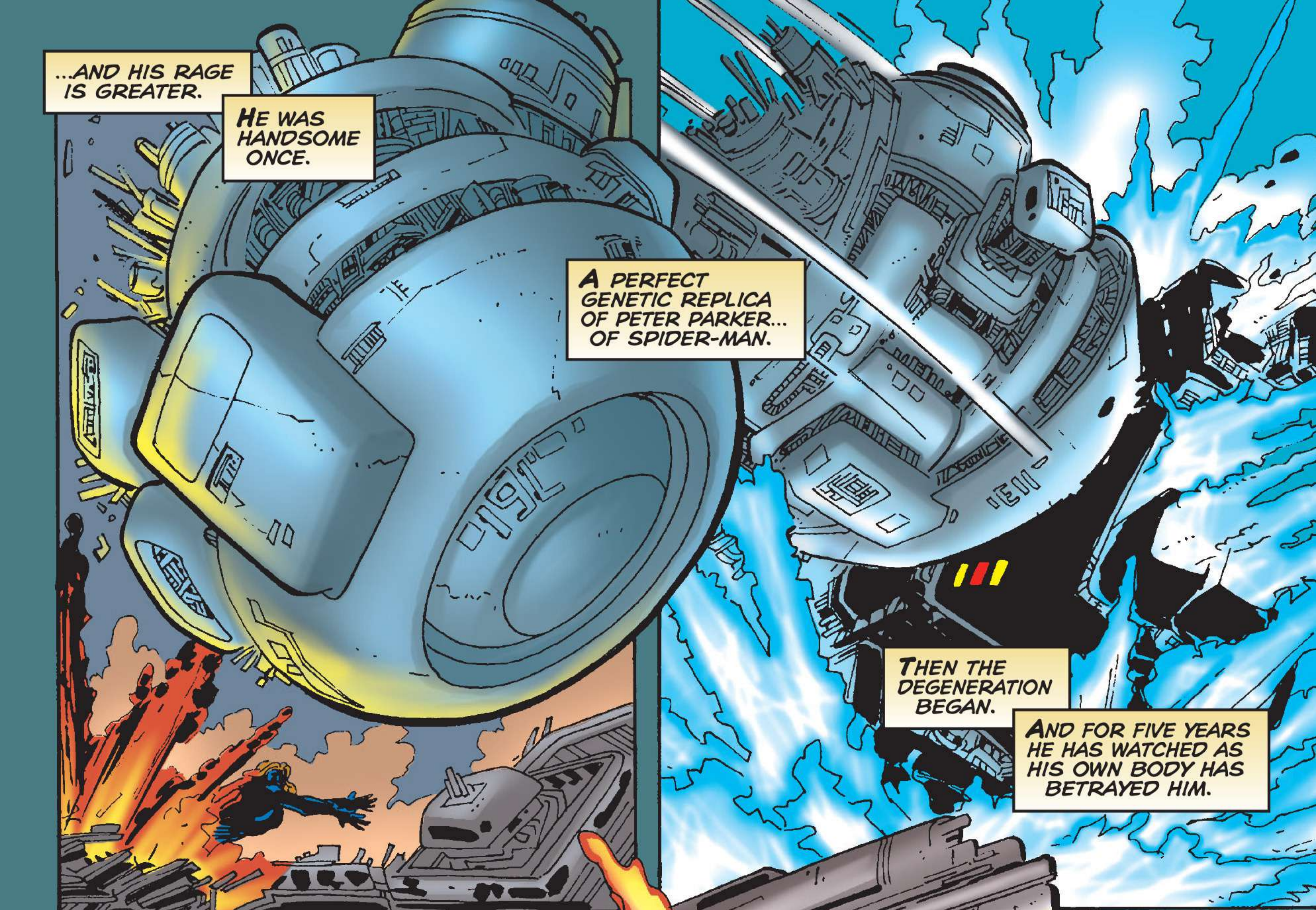
...STANDS
KAINE.

HERE HE UNLEASHES
THE FULL FURY OF THE
PAIN THAT TEARS AT
HIM BODY AND SOUL.



HIS POWER
IS GREAT...





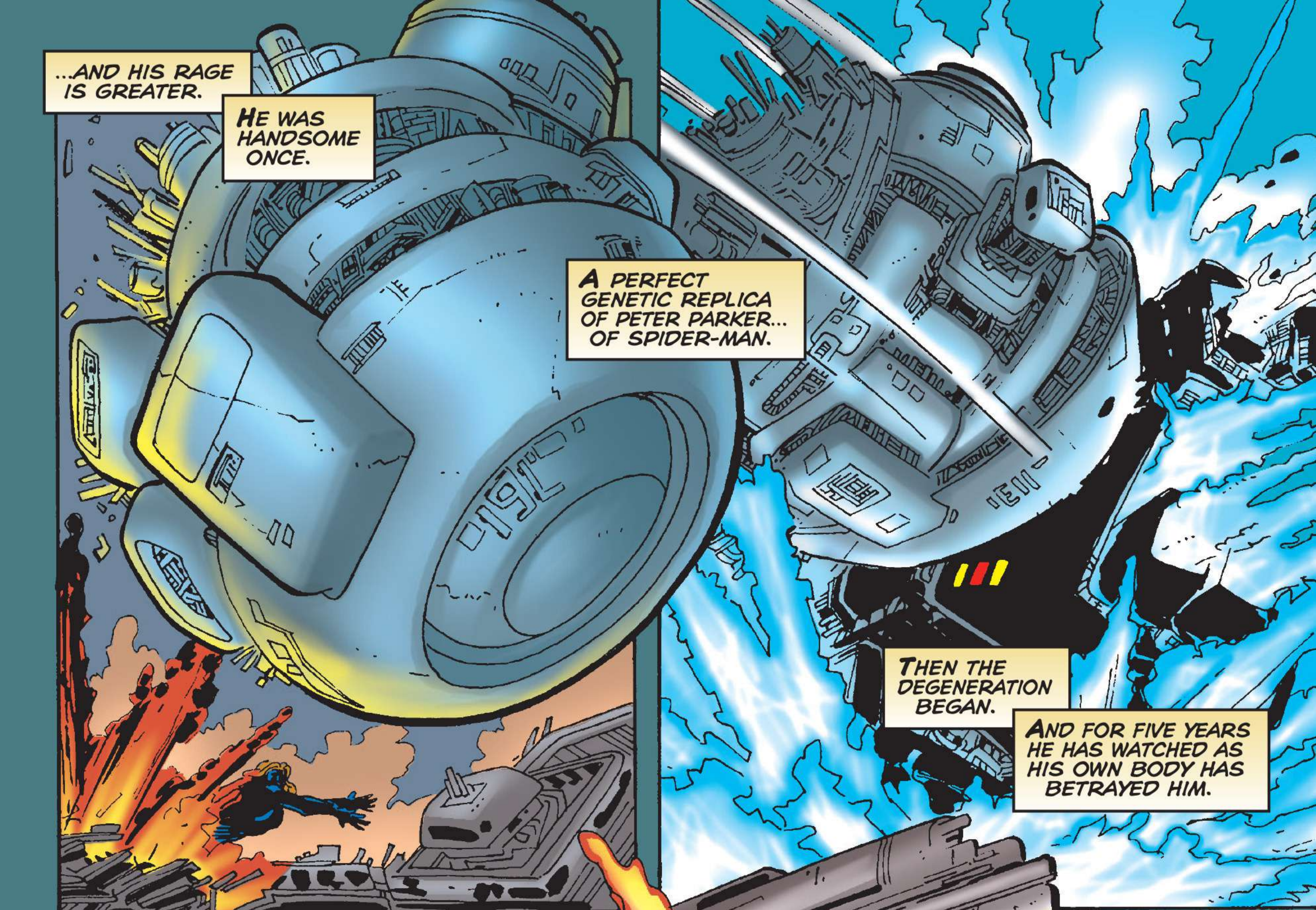
...AND HIS RAGE IS GREATER.

HE WAS HANDSOME ONCE.

A PERFECT GENETIC REPLICA OF PETER PARKER... OF SPIDER-MAN.

THEN THE DEGENERATION BEGAN.

AND FOR FIVE YEARS HE HAS WATCHED AS HIS OWN BODY HAS BETRAYED HIM.



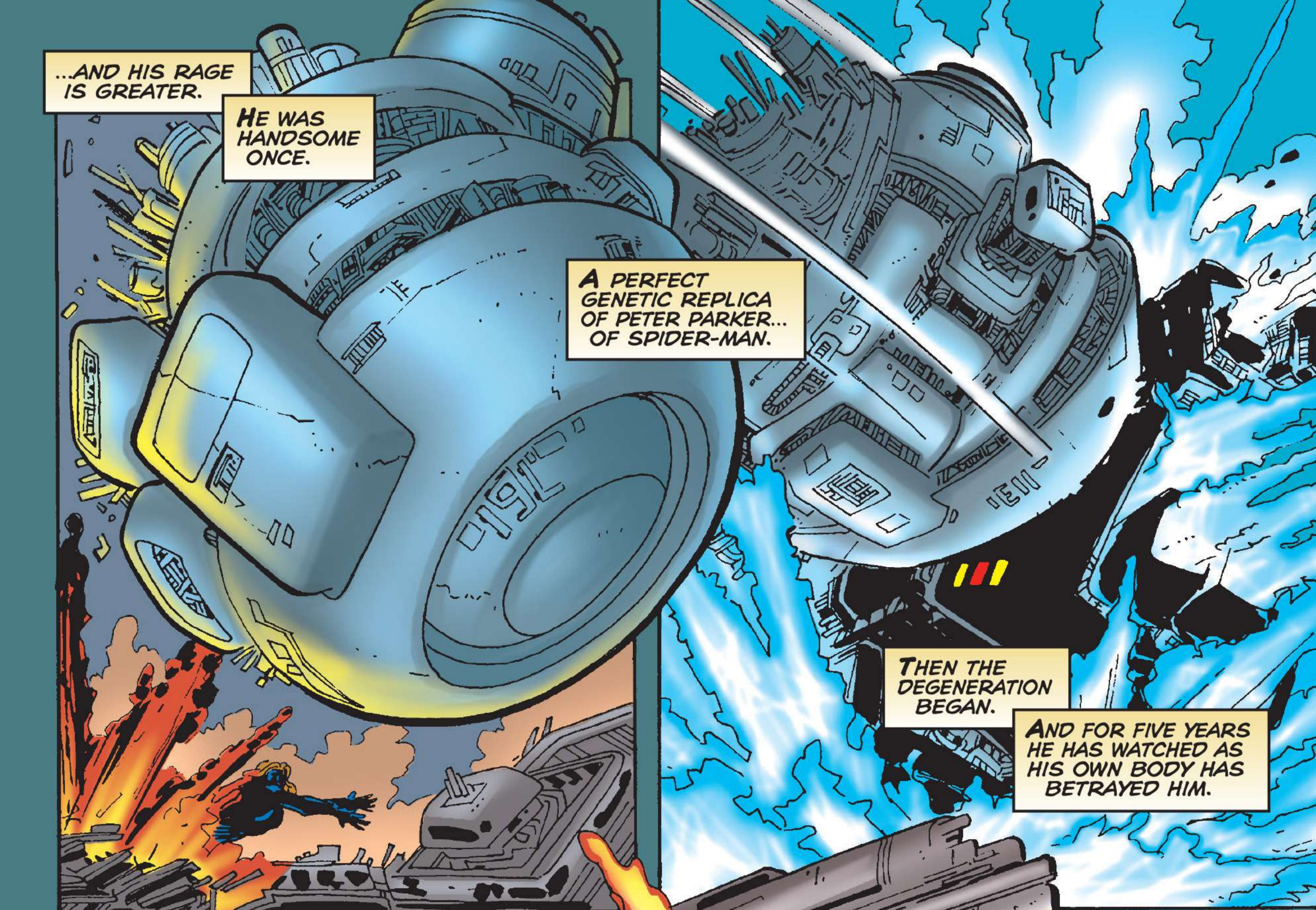
LIVED WITH THE EXCRUCIATING PAIN OF A PROCESS THAT HAS TORN EACH AND EVERY CELL IN HIS BODY.

BUT AS HIS BODY DEGENERATED IN DESIGN...

...HIS STRENGTH INCREASED.

AND AS THE STRENGTH INCREASED...

...SO INCREASED THE PAIN AND ANGER WHICH WERE KAINE'S ONLY COMPANIONS THROUGH THE YEARS.



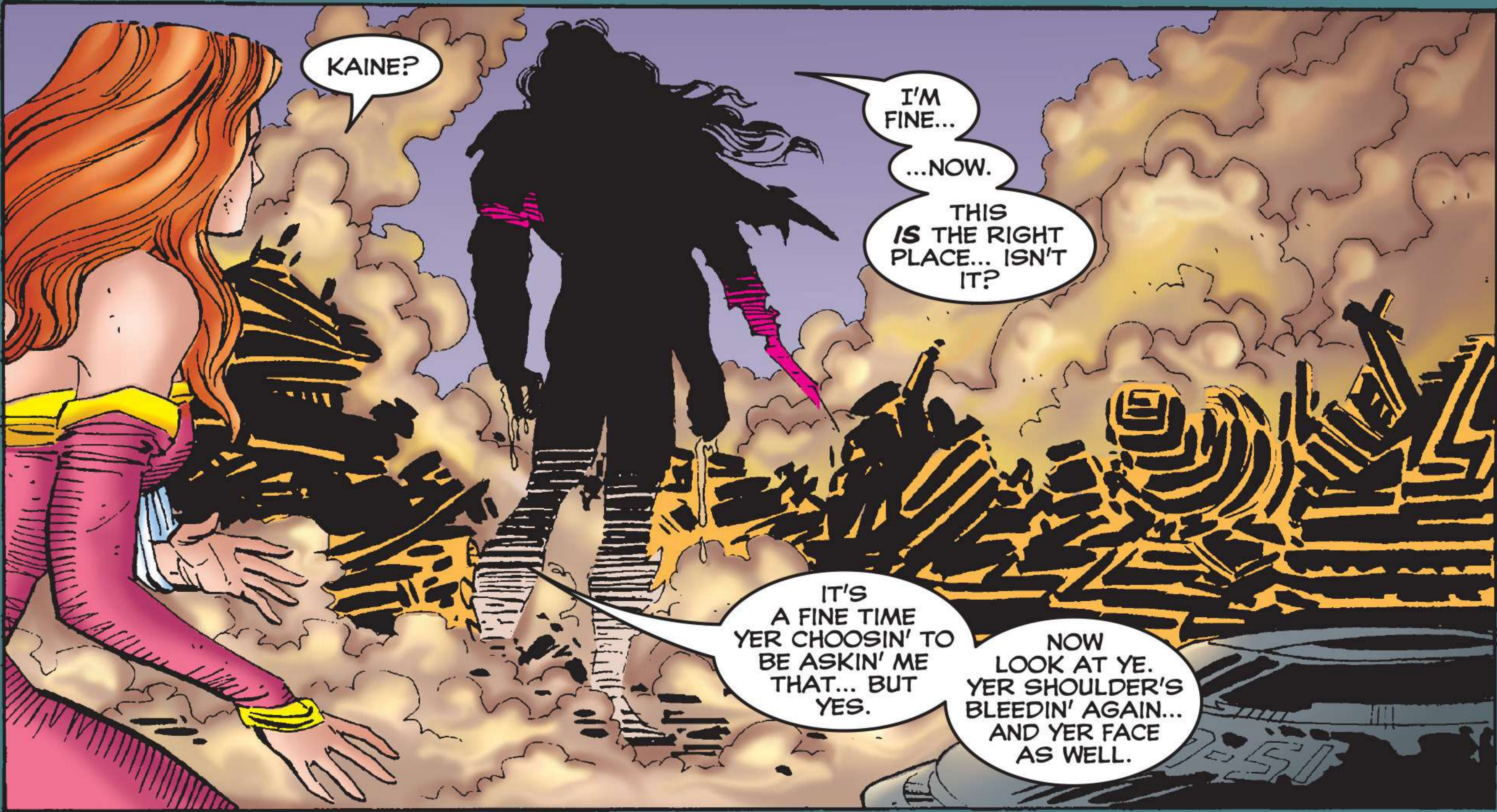
ANGER AT THE CRUEL GOD WHO ALLOWED HIM TO BE SO.

ANGER AT PROFESSOR MILES WARREN, THE WARPED SCIENTIST WHO CHOSE TO CREATE HIM AND THEN CAST HIM ASIDE FOR NOT BEING PERFECT.

ANGER AT HIMSELF FOR ALLOWING OTHERS TO PULL HIM INTO THEIR GAME.

TODAY THE ANGER FINDS A RELEASE.

AND WOE TO THOSE WHO TODAY STAND BEFORE THIS MAN.



KAINE?

I'M FINE...
...NOW.

THIS IS THE RIGHT PLACE... ISN'T IT?

IT'S A FINE TIME YER CHOOSIN' TO BE ASKIN' ME THAT... BUT YES.

NOW LOOK AT YE. YER SHOULDER'S BLEEDIN' AGAIN... AND YER FACE AS WELL.



TAKE OFF THE MASK AND LET'S HAVE A LOOK AT YOU THEN.



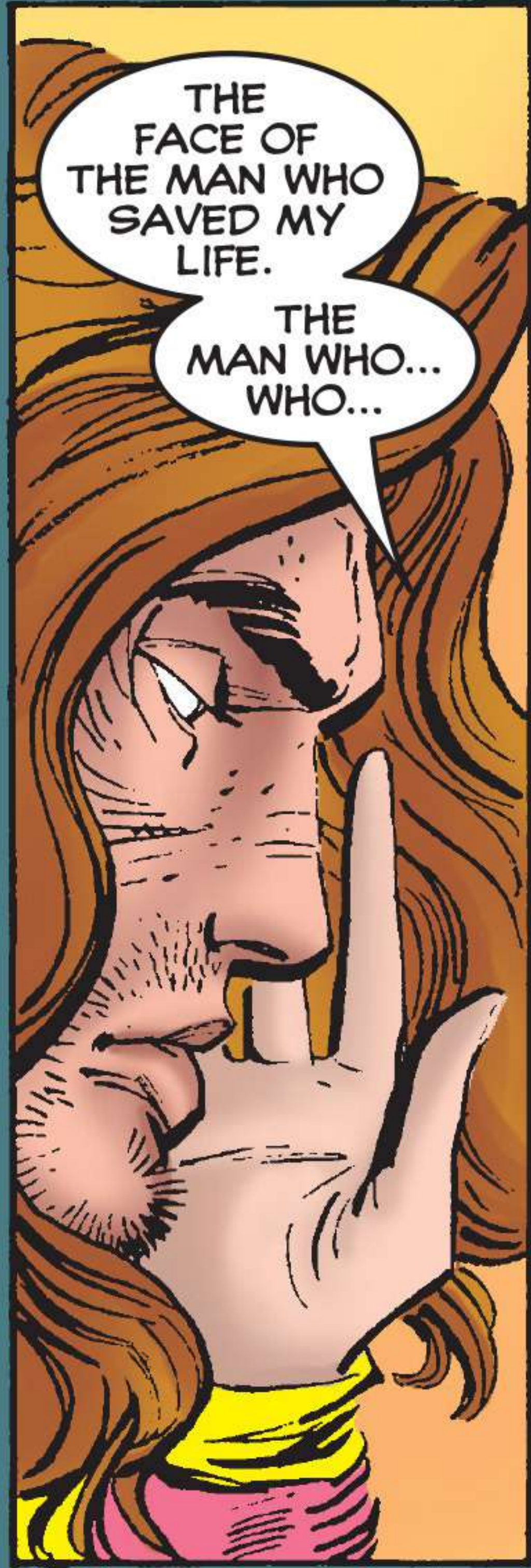
NO. YOU DON'T WANT TO SEE MY --

I'LL BE HAVIN' NO ARGUMENTS FROM YOU.



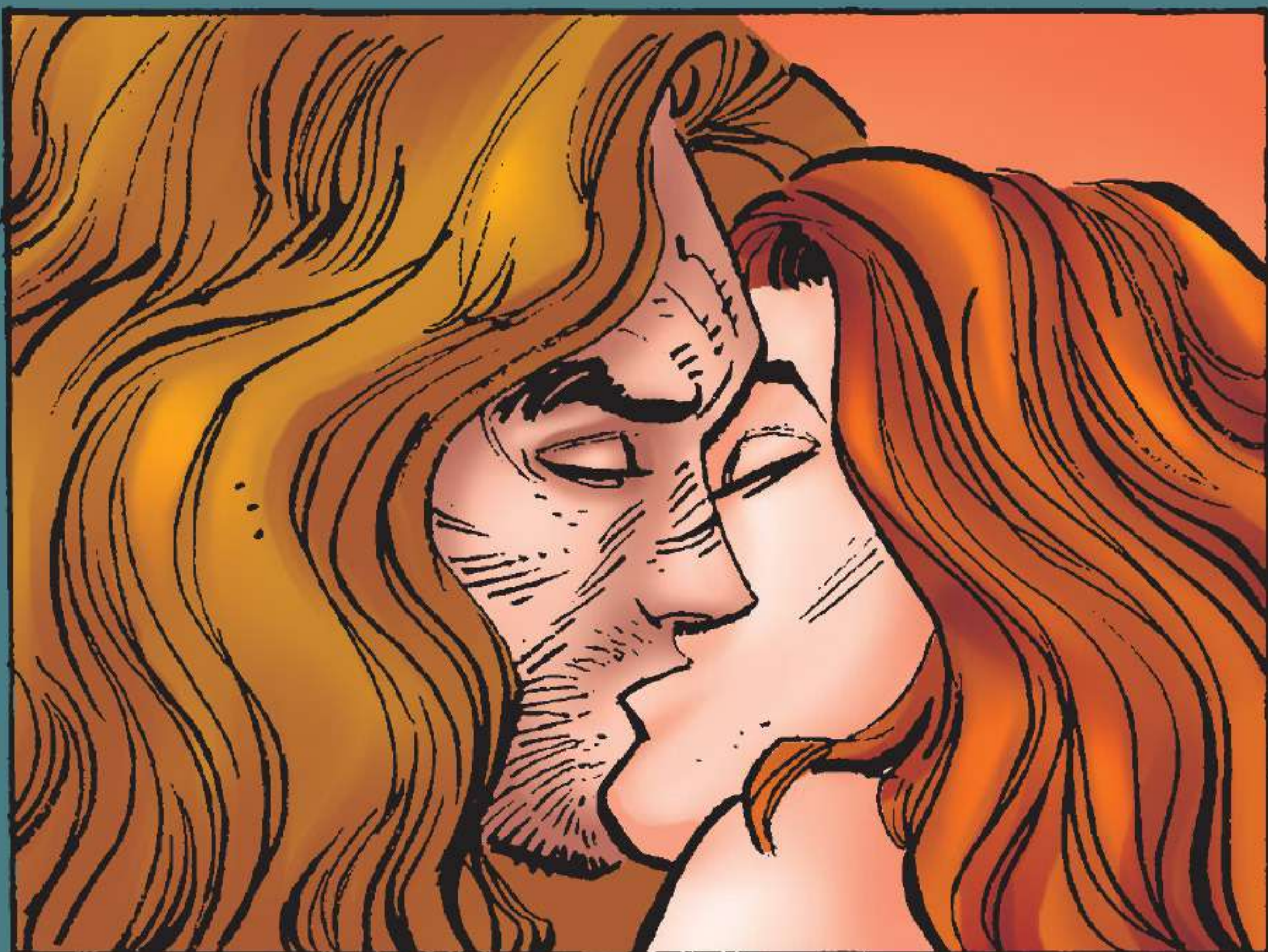
NOW WHAT'S ALL THE WORRYING FOR? BENEATH IT ALL IS A FINE FACE.

A STRONG FACE.



THE FACE OF THE MAN WHO SAVED MY LIFE.

THE MAN WHO... WHO...



I'M... I'M SORRY... I DIDN'T MEAN TO... BUT I'M GLAD I DID.

YE
KNOW, KAINE,
WE DON'T HAVE
TO BE DOIN'
THIS.

WE'VE
BOTH HAD
ENOUGH PAIN
IN OUR LIVES. I
JUST KEEP MINE
A LITTLE MORE
HIDDEN.

WE CAN
JUST LEAVE. GO
SOMEPLACE QUIET.
FORGET THE GAME...
FORGET IT
ALL.

NO. WE GO TO JOHNSMEYER.
WE END IT ALL HERE
TODAY.

NO.

NOT
HER.

NOT
MUSE.

DEAD... WITH
MY MARK ON
HER FACE.

JUST
SHOW ME
HOW TO GET
IN --

-- NO!

HEAD... ON
FIRE.

A PREMONITION...
TEARING THROUGH
MY BRAIN...

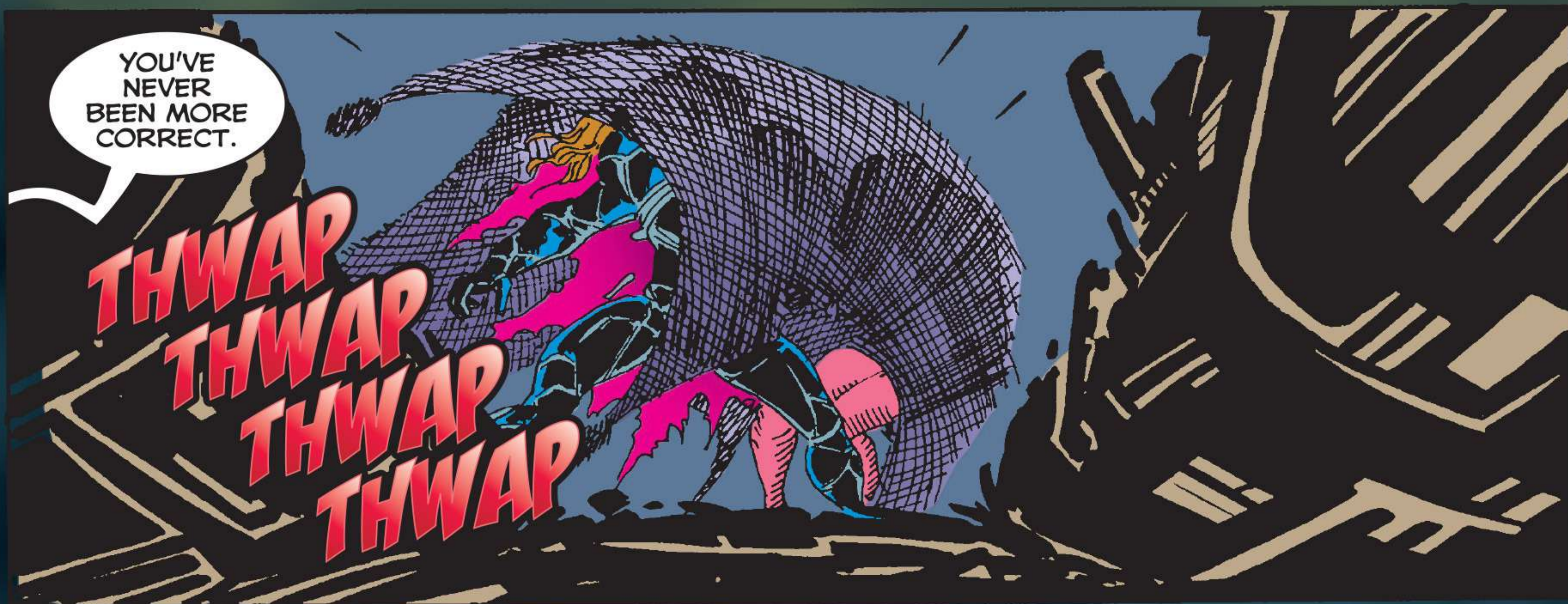
NO!

KAINE!
WHAT IS
IT? WHAT'S
WRONG?

NOTHING.

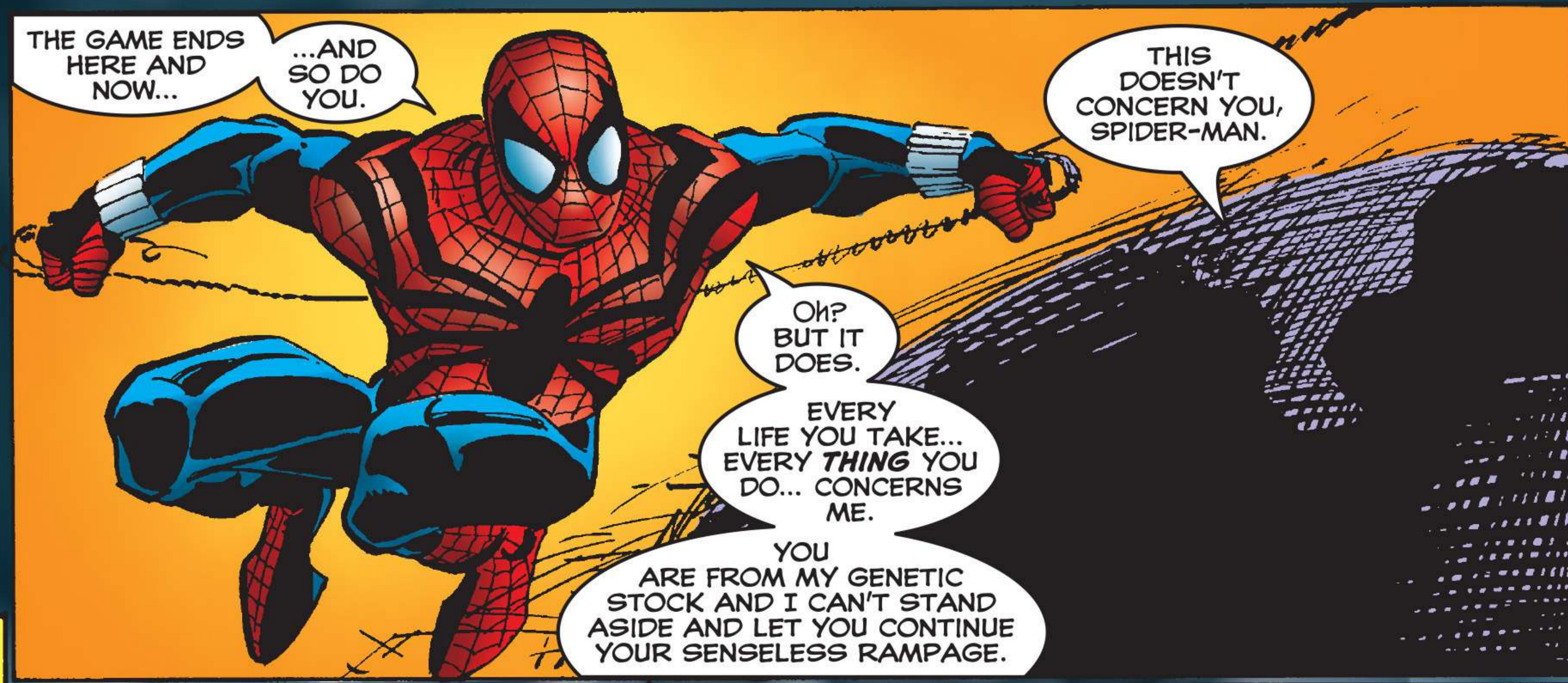
SHRIMP

THE
GAME ENDS
NOW!



YOU'VE NEVER BEEN MORE CORRECT.

THWAP
THWAP
THWAP
THWAP



THE GAME ENDS HERE AND NOW...

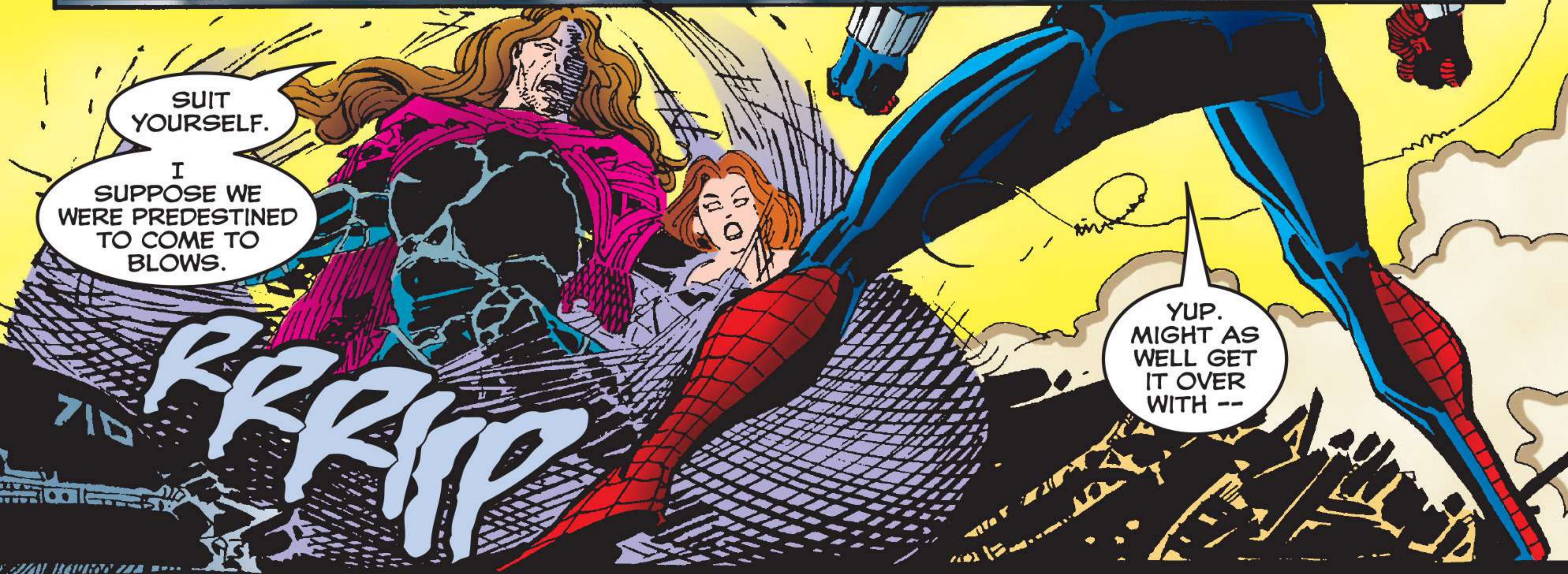
...AND SO DO YOU.

THIS DOESN'T CONCERN YOU, SPIDER-MAN.

OH? BUT IT DOES.

EVERY LIFE YOU TAKE... EVERY **THING** YOU DO... CONCERNS ME.

YOU ARE FROM MY GENETIC STOCK AND I CAN'T STAND ASIDE AND LET YOU CONTINUE YOUR SENSELESS RAMPAGE.



SUIT YOURSELF.

I SUPPOSE WE WERE PREDESTINED TO COME TO BLOWS.

YUP. MIGHT AS WELL GET IT OVER WITH --

RRRIP



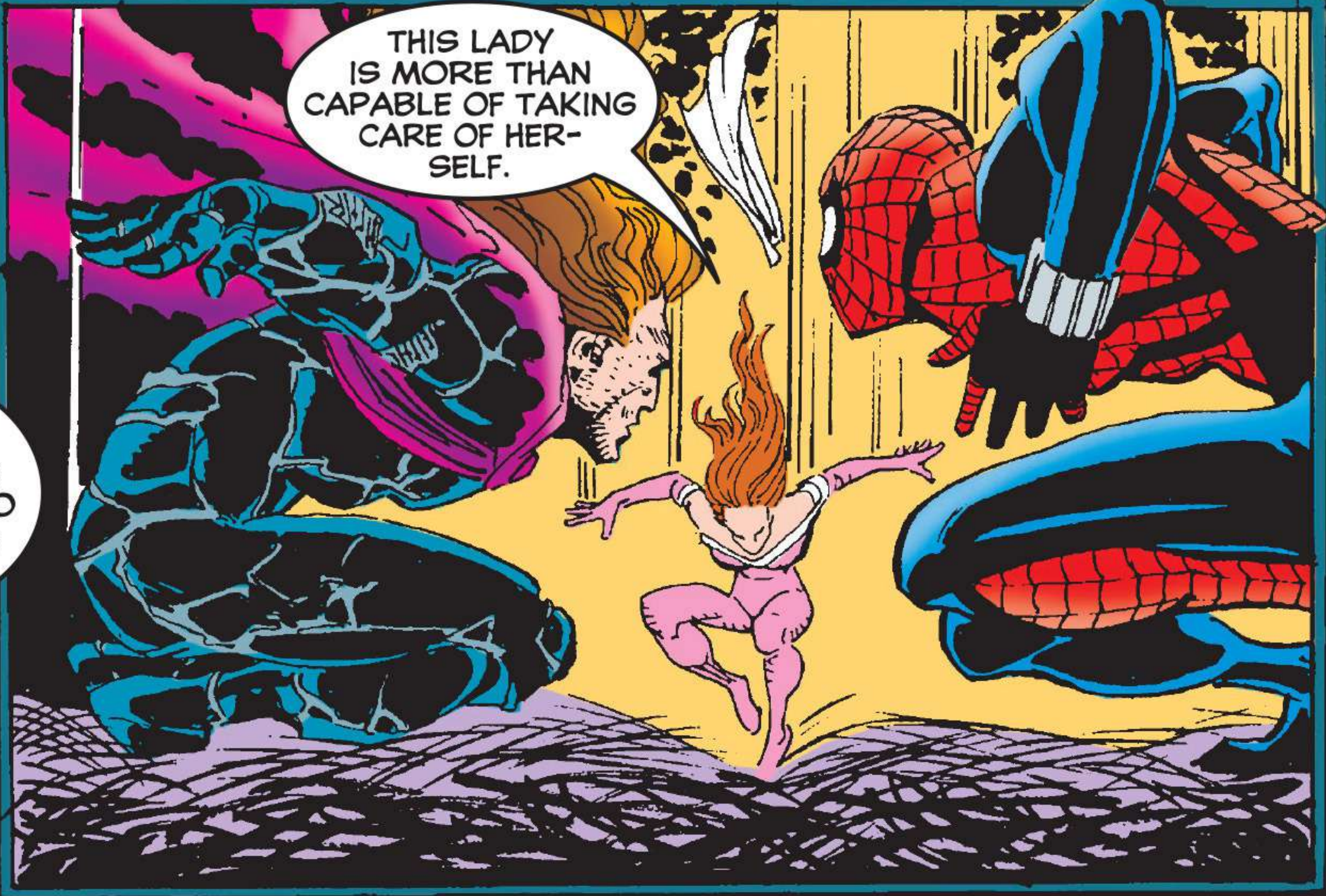
THE ROOF TOP? IT OPENED UP... WE'RE...

FWISK

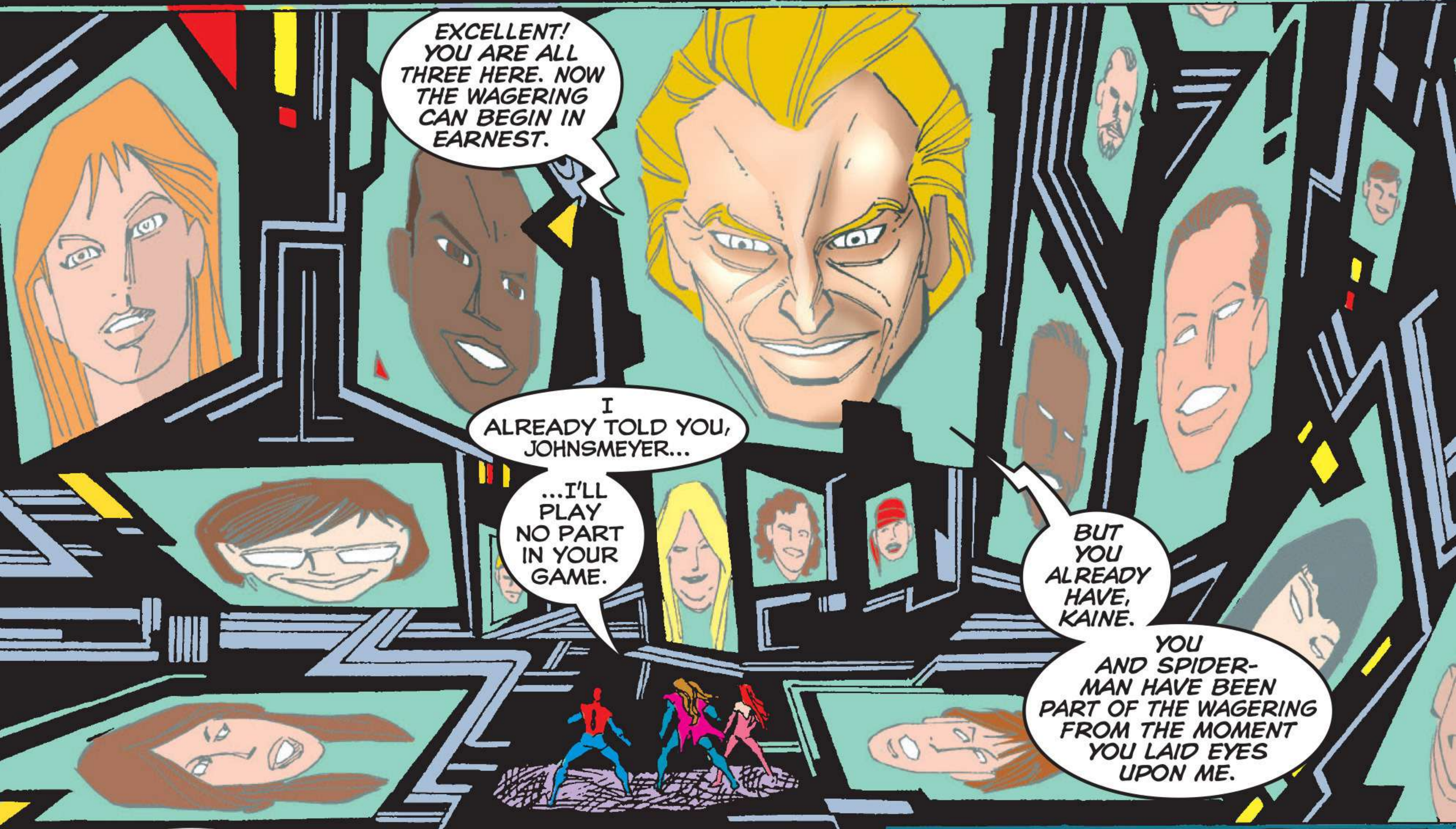
...FALLING!
KAINE!
GRAB ON TO
MUSE.

TRYING
TO...BUT...
CAN'T
REACH...
HER.

NOW
I WOULDN'T
BE WORKING
MYSELF UP TO
AN UPROAR,
LADDIES.



THIS LADY
IS MORE THAN
CAPABLE OF TAKING
CARE OF HER-
SELF.



EXCELLENT!
YOU ARE ALL
THREE HERE. NOW
THE WAGERING
CAN BEGIN IN
EARNEST.

I
ALREADY TOLD YOU,
JOHNSMEYER...

...I'LL
PLAY
NO PART
IN YOUR
GAME.

BUT
YOU
ALREADY
HAVE,
KAINE.

YOU
AND SPIDER-
MAN HAVE BEEN
PART OF THE WAGERING
FROM THE MOMENT
YOU LAID EYES
UPON ME.

THE ONLY
DIFFERENCE IS
THAT NOW I'M GIVING
YOU THE CHANCE TO
PARTICIPATE IN EARNEST
AND COLLECT THE
REWARDS OF YOUR
LABORS.

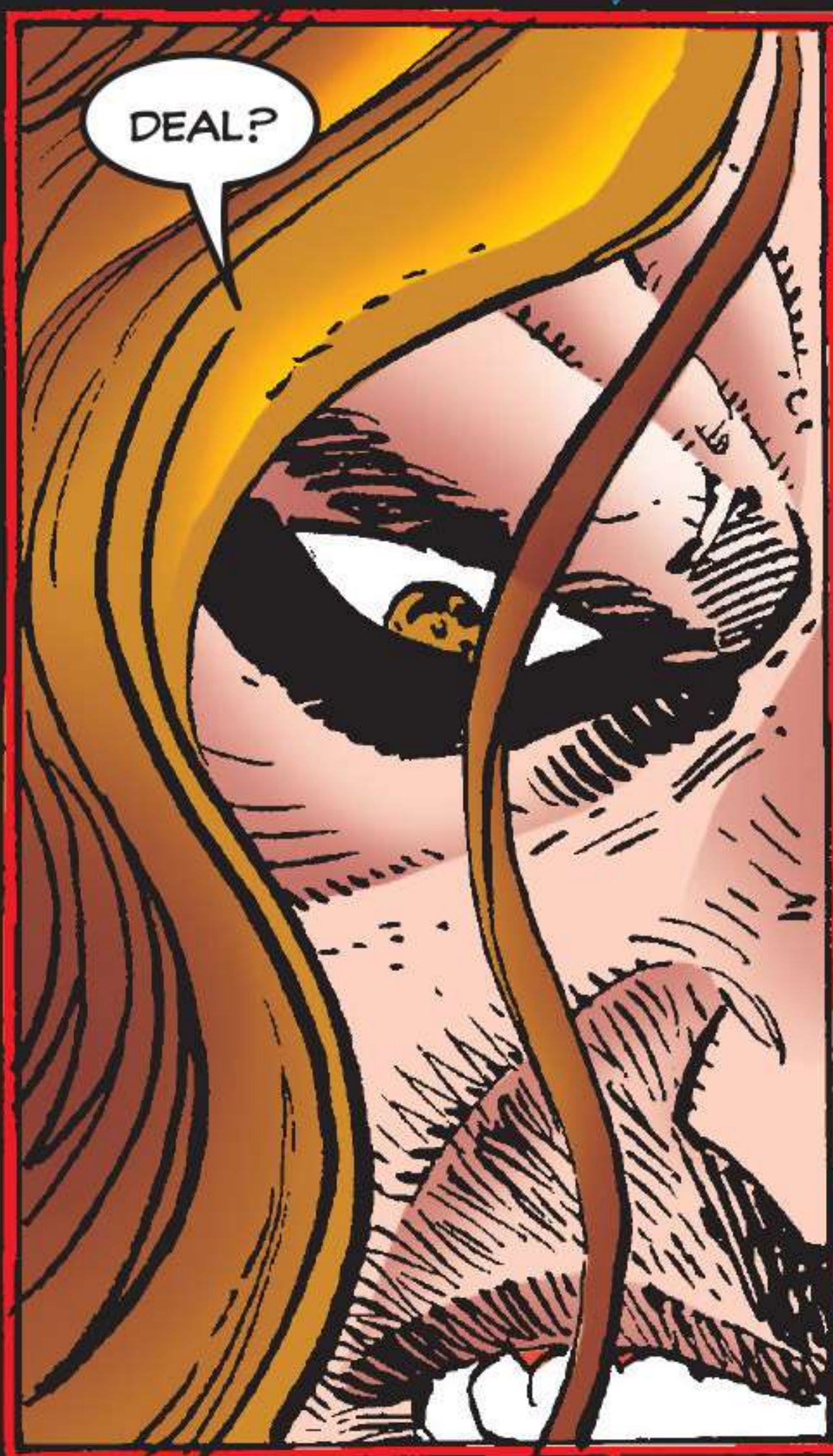
I'M
AFFORDING
YOU THE CHANCE
TO PARTAKE WITHOUT
CONTINUING TO BE
DUPED BY MY TOP
PLAYER.

DON'T, Mr
JOHNSMEYER.
I'M DONE. I DON'T
WANT ANY PART
OF --

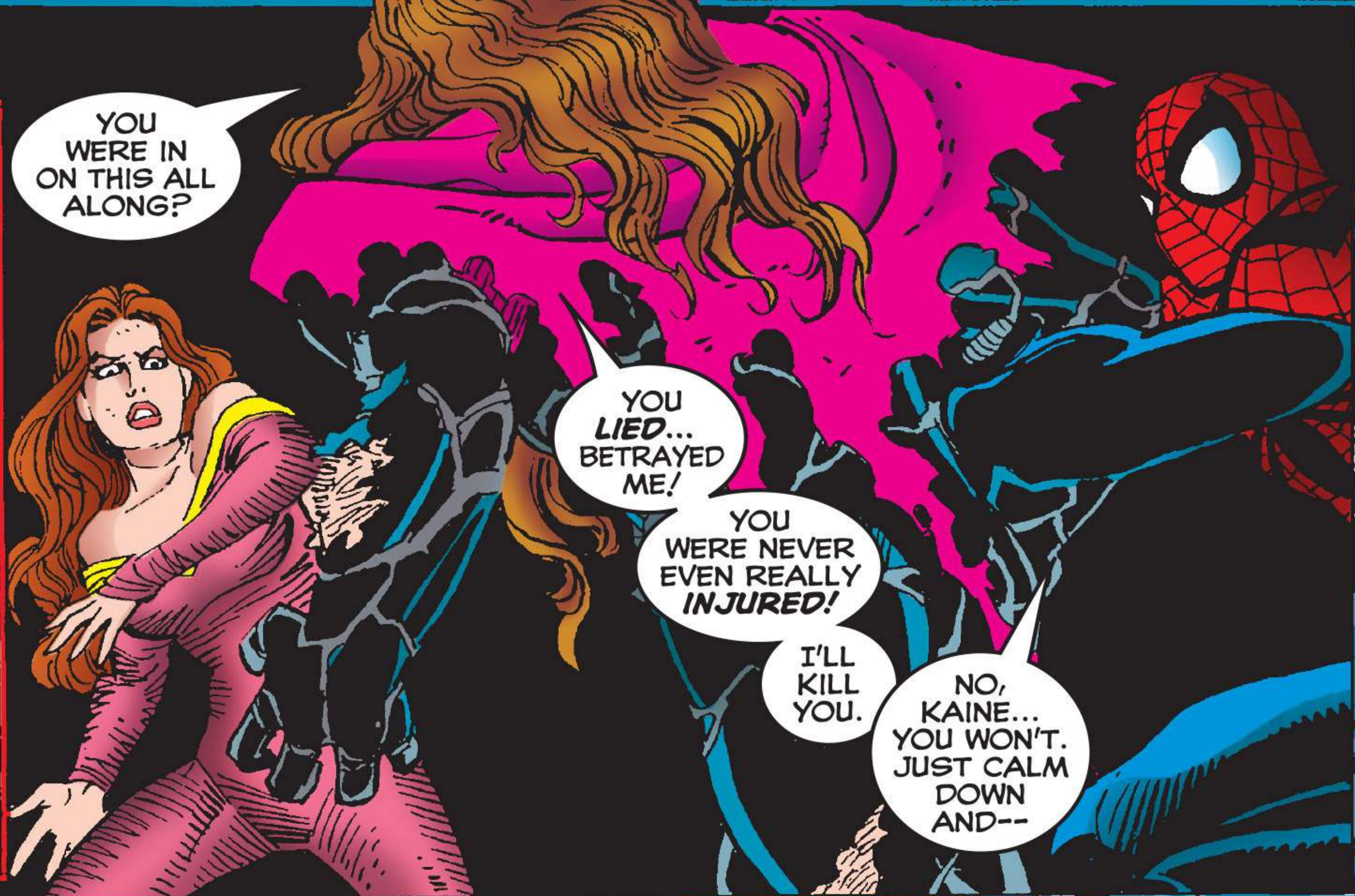
WHAT'S
THIS? A CHANGE
OF HEART FROM
THE COLDEST, MOST
MERCENARY
PLAYER TO COME
OUT OF MY
STABLES?

PLEASE
DON'T TELL
ME IT'S BECAUSE
OF HIM... BECAUSE
OF THE KISS? THAT
WAS NOT PART OF
OUR DEAL,
MUSE!





DEAL?



YOU WERE IN ON THIS ALL ALONG?

YOU LIED... BETRAYED ME!

YOU WERE NEVER EVEN REALLY INJURED!

I'LL KILL YOU.

NO, KAINE... YOU WON'T. JUST CALM DOWN AND--

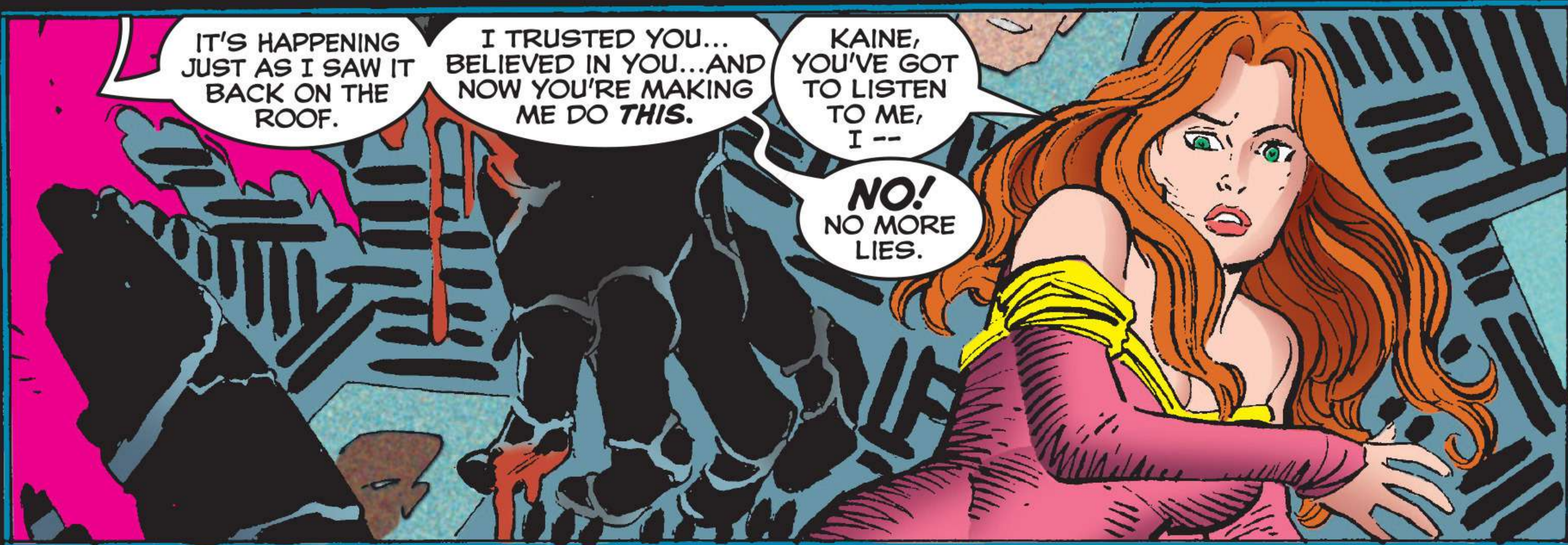


IT'S HAPPENING JUST AS I SAW IT BACK ON THE ROOF.

I TRUSTED YOU... BELIEVED IN YOU...AND NOW YOU'RE MAKING ME DO *THIS*.

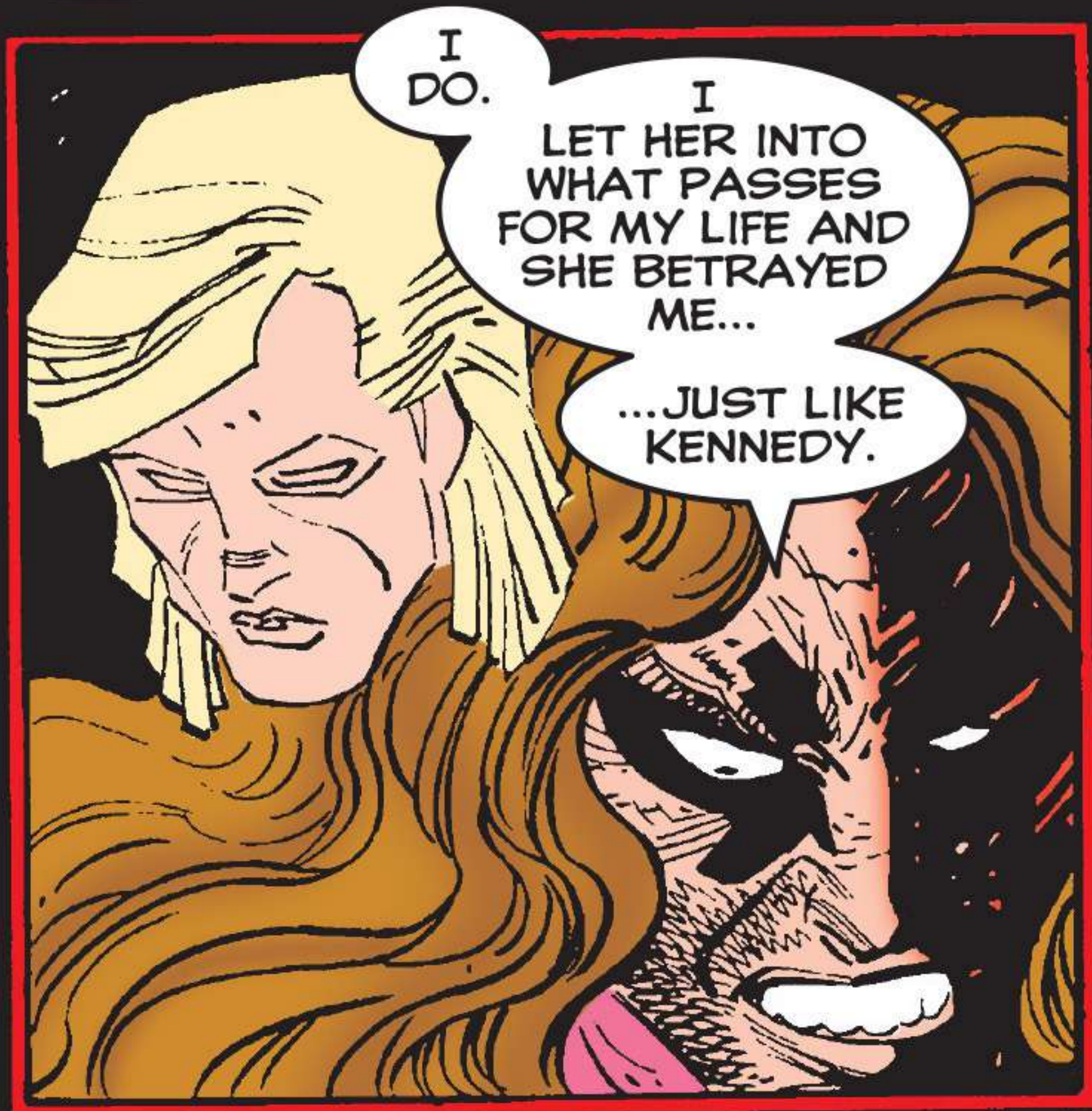
KAINE, YOU'VE GOT TO LISTEN TO ME, I --

NO!
NO MORE LIES.





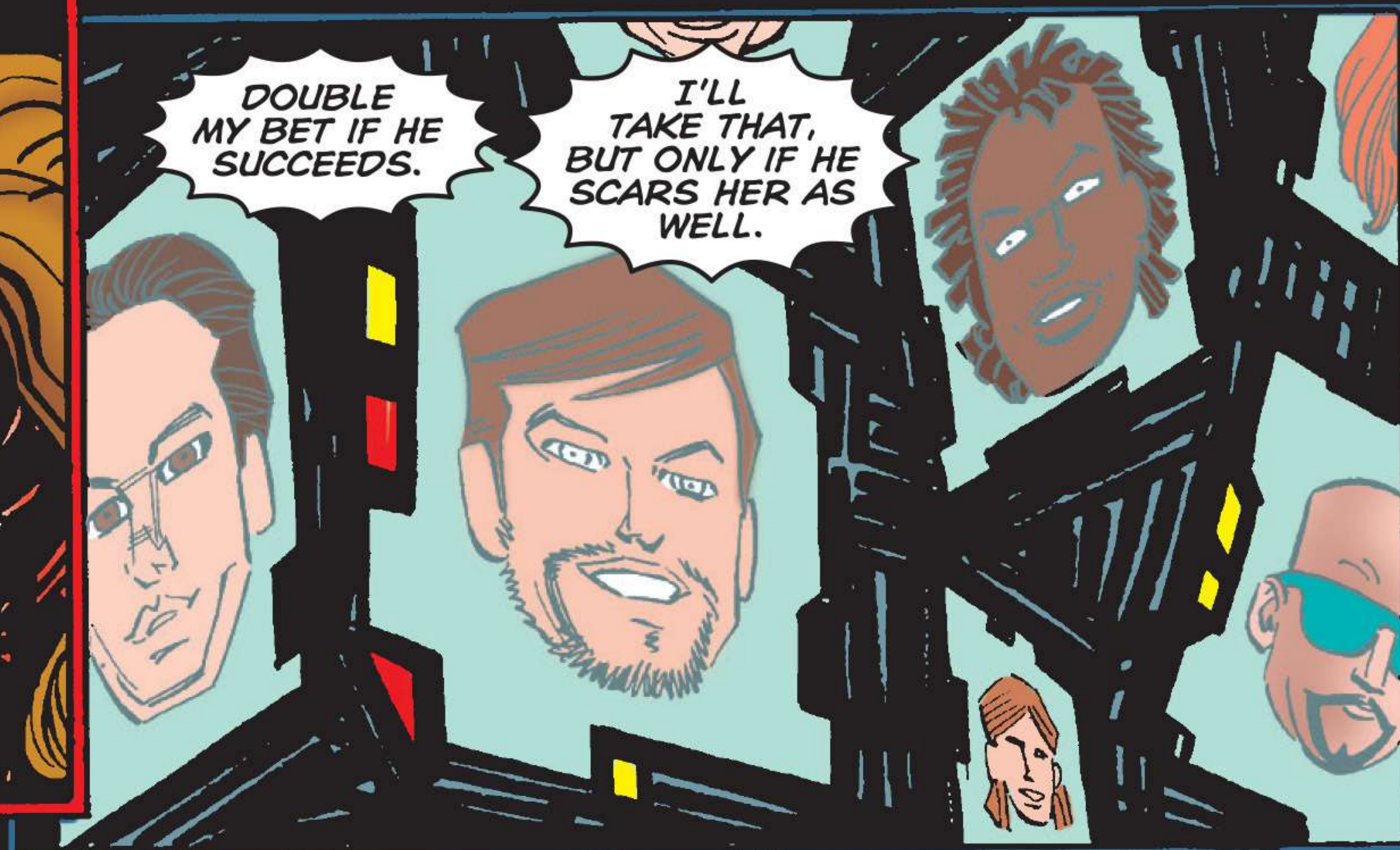
KAINE...
YOU DON'T
HAVE TO DO THIS.
YOU DON'T HAVE
TO KILL
HER.



I
DO.

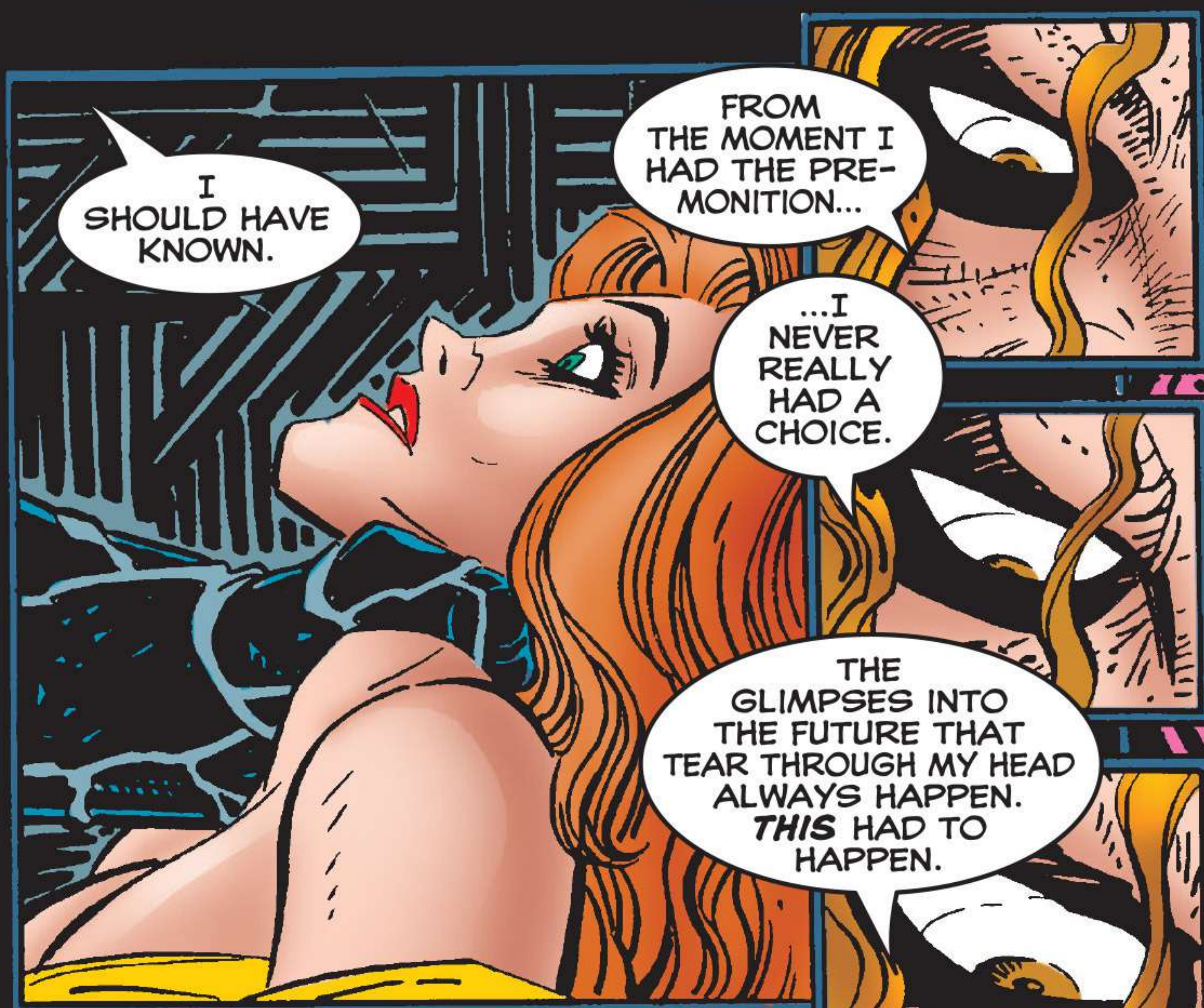
I
LET HER INTO
WHAT PASSES
FOR MY LIFE AND
SHE BETRAYED
ME...

...JUST LIKE
KENNEDY.



DOUBLE
MY BET IF HE
SUCCEEDS.

I'LL
TAKE THAT,
BUT ONLY IF HE
SCARS HER AS
WELL.



I
SHOULD HAVE
KNOWN.

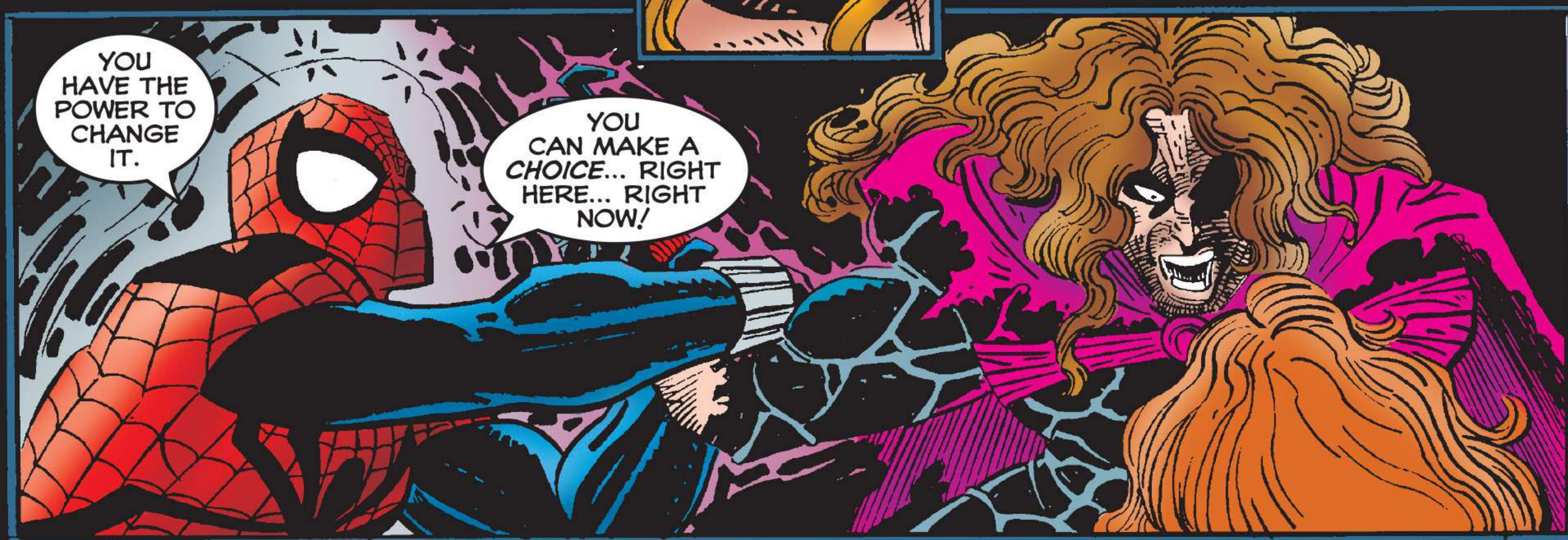
FROM
THE MOMENT I
HAD THE PRE-
MONITION...

...I
NEVER
REALLY
HAD A
CHOICE.

THE
GLIMPSES INTO
THE FUTURE THAT
TEAR THROUGH MY HEAD
ALWAYS HAPPEN.
THIS HAD TO
HAPPEN.

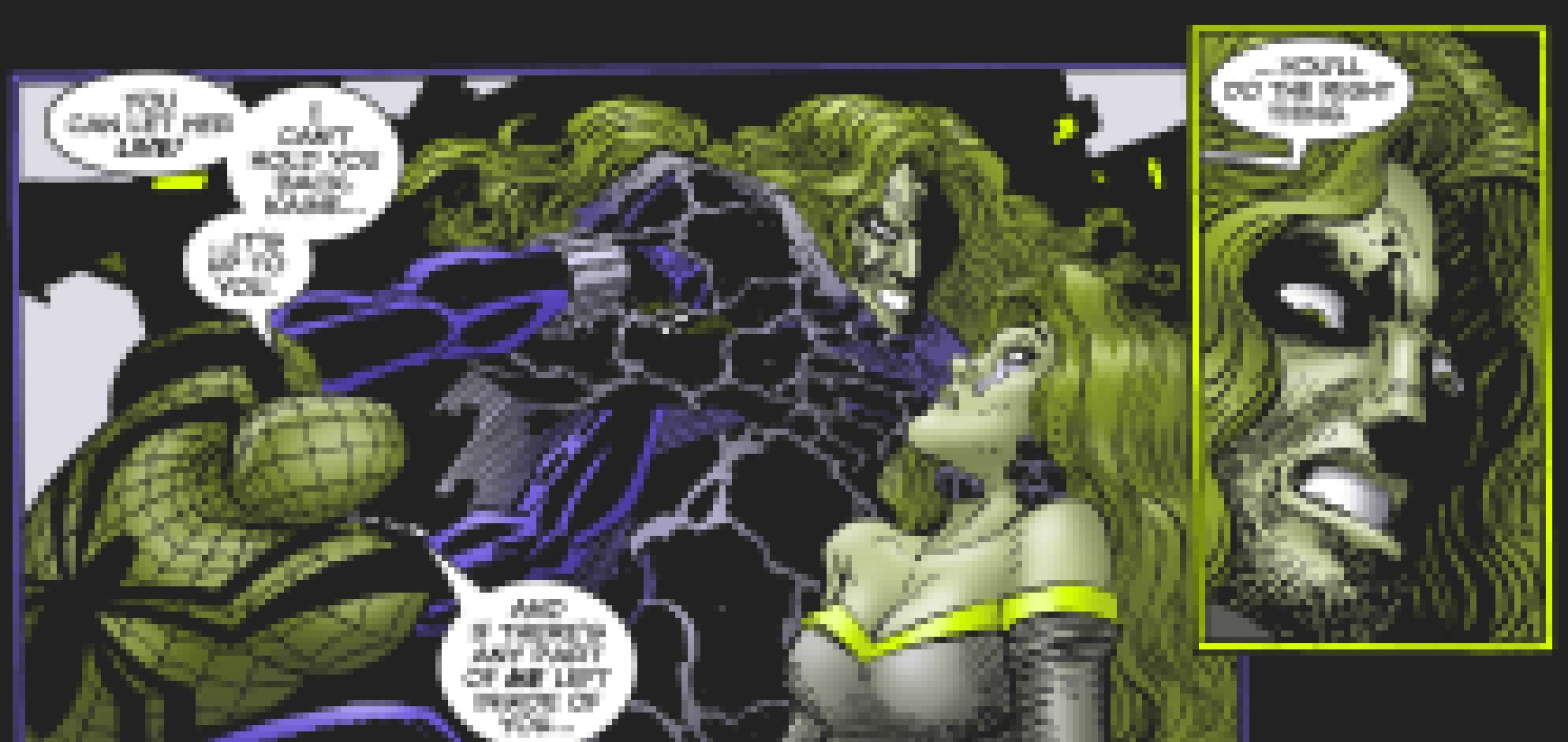


NO...IT...
DOESN'T!



YOU
HAVE THE
POWER TO
CHANGE
IT.

YOU
CAN MAKE A
CHOICE... RIGHT
HERE... RIGHT
NOW!





REMARKS BY THE CHAIRMAN
THE LANCASHIRE COUNTY COUNCIL
ON AN APPLICATION FOR A
PLANNING PERMISSION FOR
THE PROPOSED DEVELOPMENT OF ...

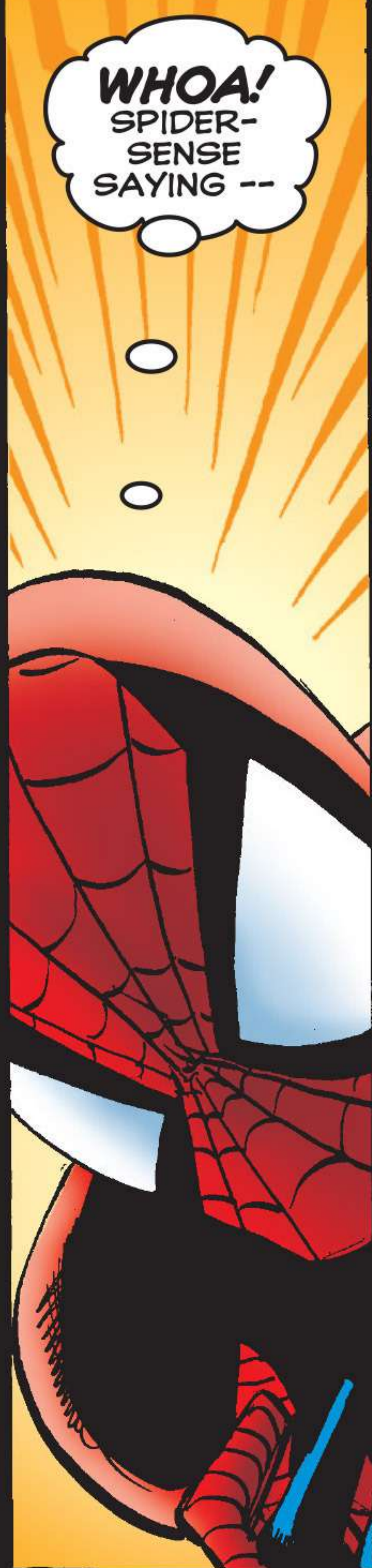
His given name is Peter Parker. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself Iron Man. And, as a licensed crimefighter, he continues his crusade ... for he



100%
of success

MY GOOD
FIRE OFFICERS HAVE
BEEN AWARDED FOR BEING
THE BEST

WELL
THE OFFICERS
WILL



WHOA!
SPIDER-
SENSE
SAYING --

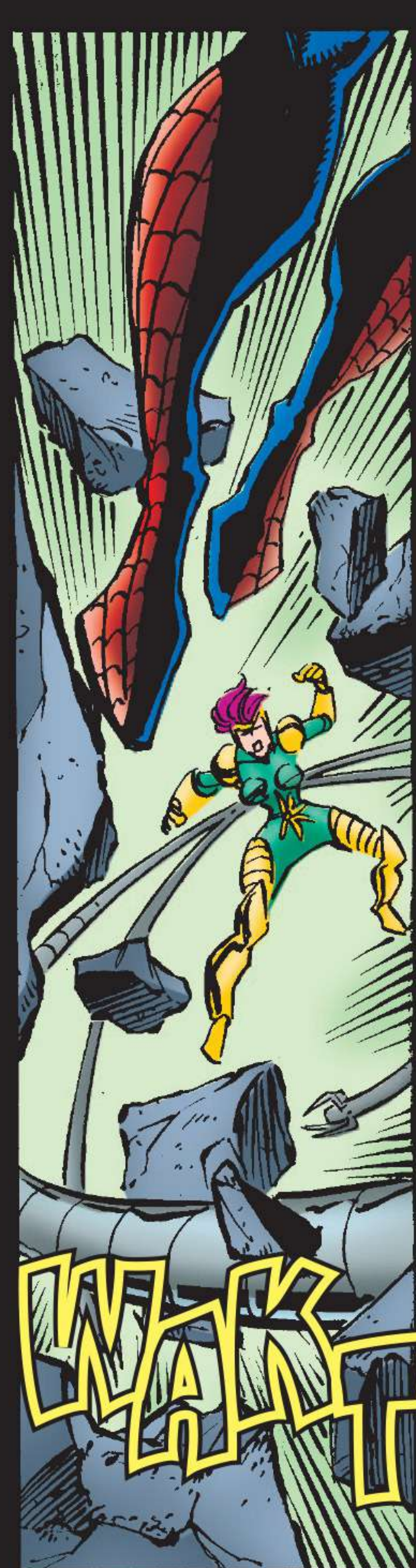


-- GET
OUTTA
DODGE!



HAVE
TO KEEP
AVOIDING
HER
BLOWS --

KRUNK
H



WAKET



-- AND LET
MY MOVEMENTS
CARRY ME
CLOSER AND
CLOSER, UNTIL
I CAN DO --



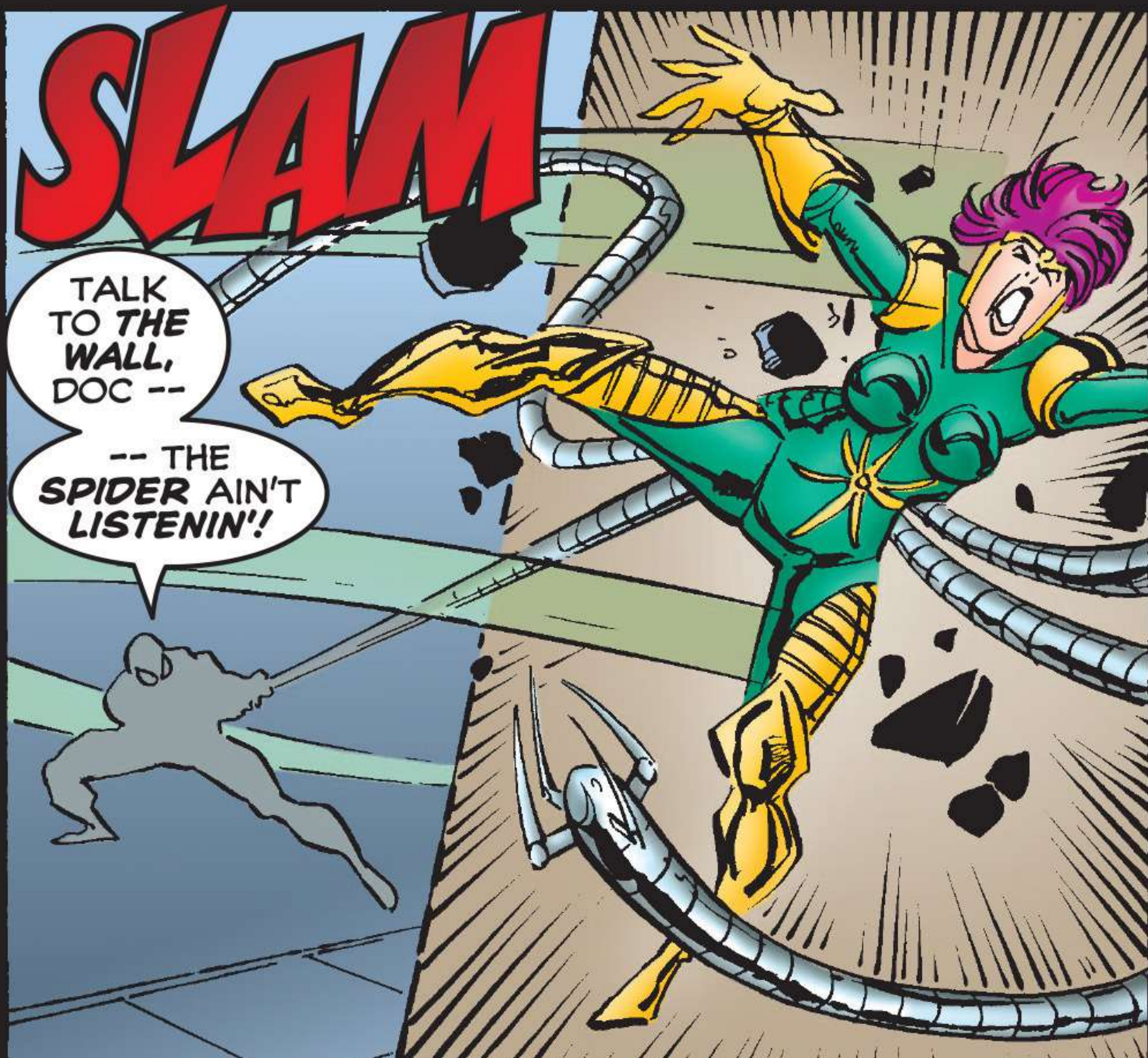
HAVE YOU
FORGOTTEN
ABOUT MY
FORCE-
FIELD?

UNGH!...
ACTUALLY, NO...
I WAS HOPING
YOU HAD FORGOTTEN
ABOUT YOUR
FORCE-FIELD...

WY
K



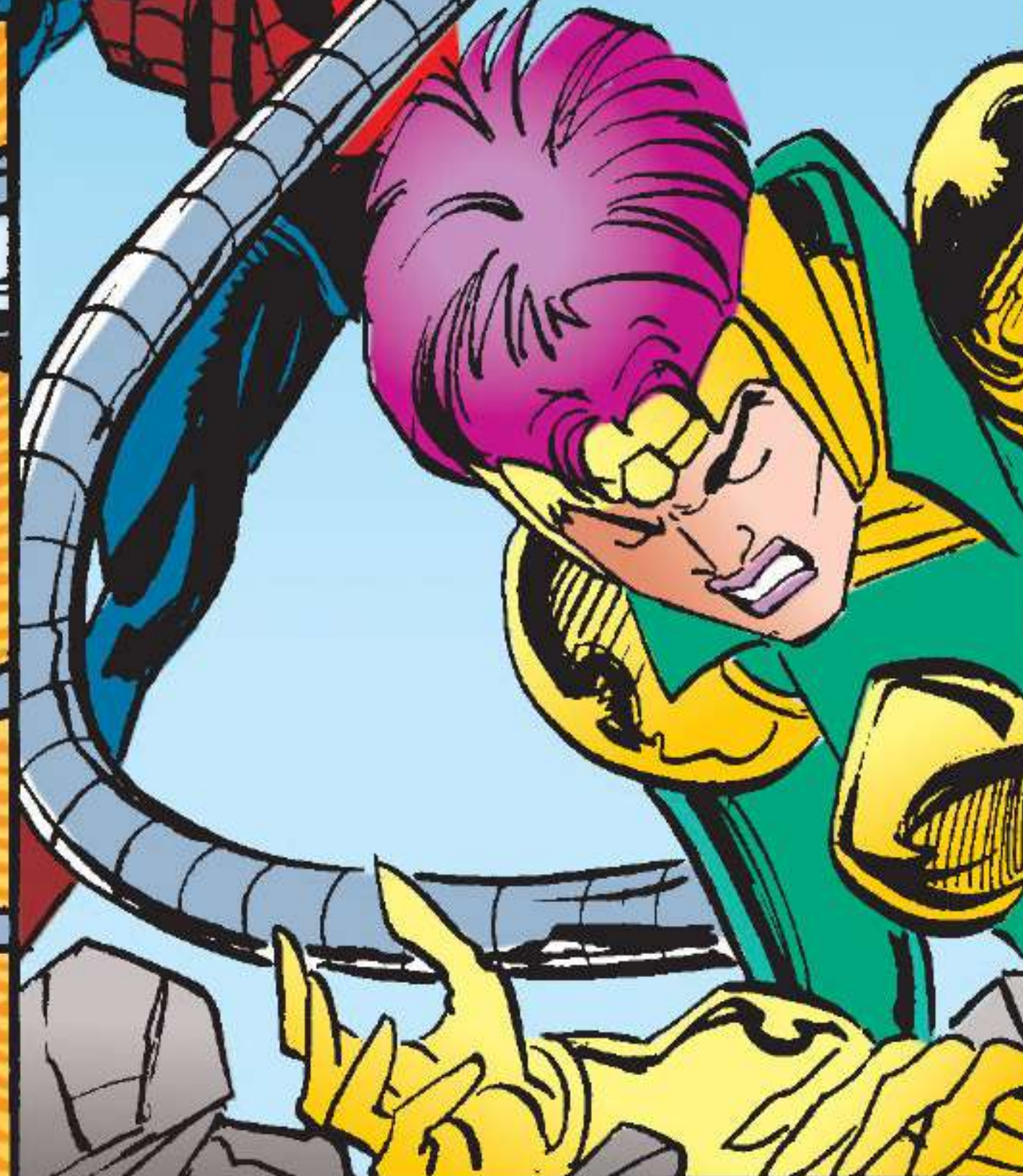
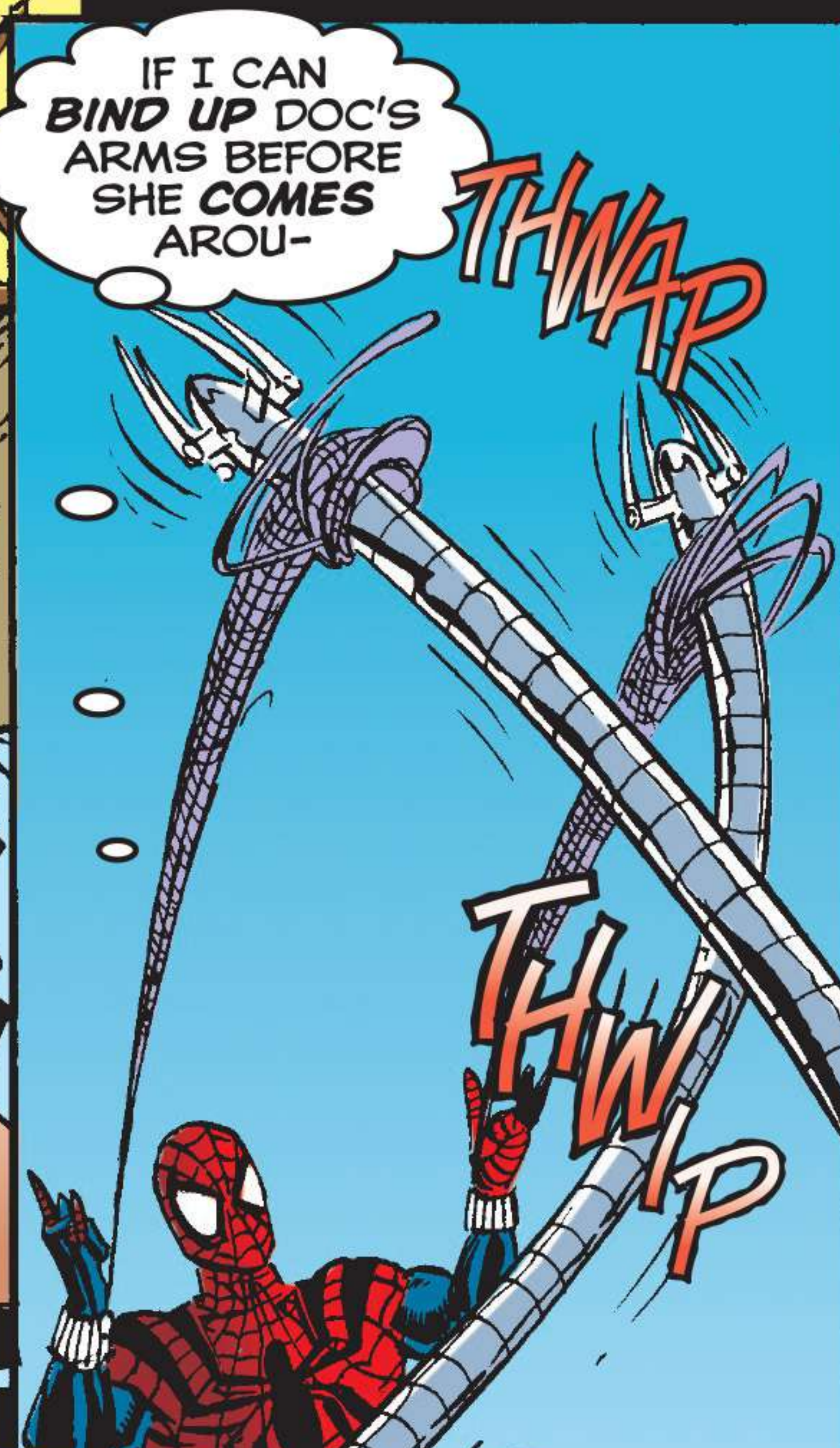
I'M SICK OF YOU INTERFERING
IN MY AFFAIRS, SPIDER! I'M
SICK OF --

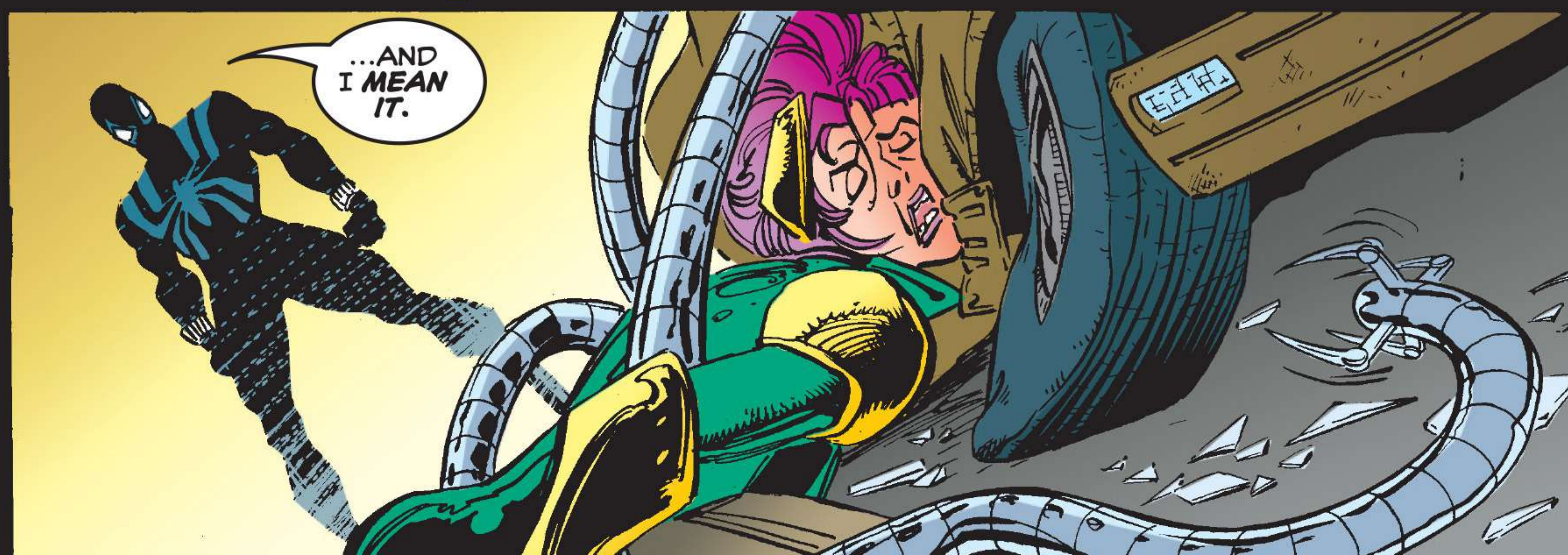
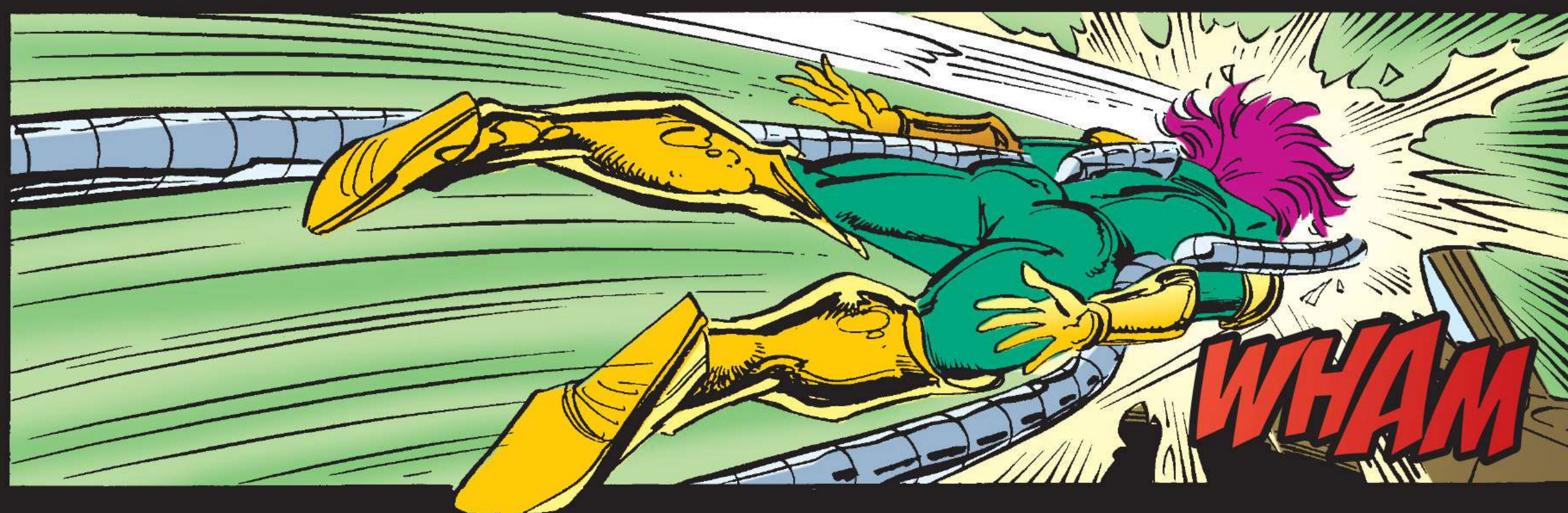


SLAM

TALK
TO THE
WALL,
DOC --

-- THE
SPIDER AIN'T
LISTENIN'!







LATER...

WELL,
THAT'S
THAT.

OCK
WON'T BOTHER
YOU IF SHE'S
DOING TIME IN
JAIL --



-- AND
CAROLYN
WON'T BE ABLE TO
SPEAK FOR YOU IF
YOU'RE ABLE TO
SPEAK FOR
YOURSELF!

THANK
YOU, BEN --
FOR
EVERYTHING!

PROTECTING
ME FROM CAROLYN,
ATTACHING THE
MONITORS ONCE AGAIN,
ALLOWING ME TO GET
BACK INTO MY BODY...



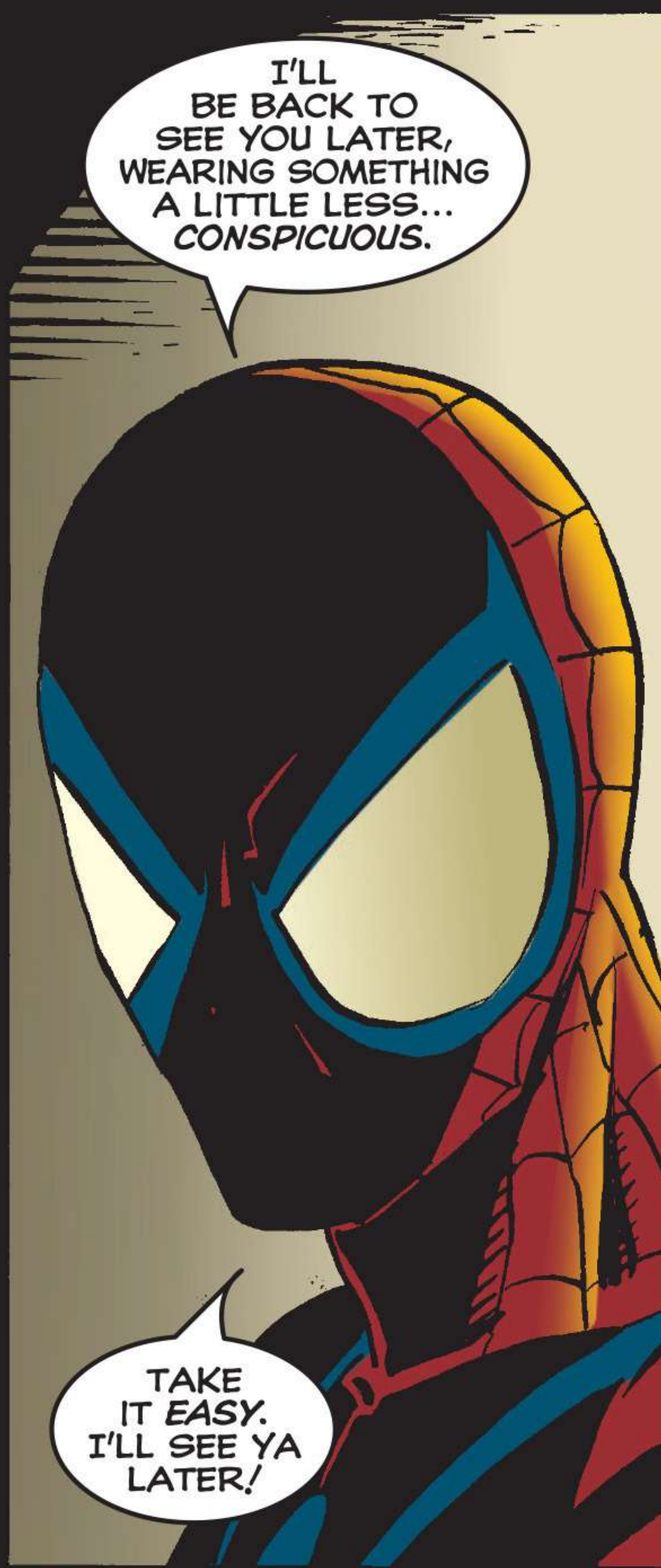
"...AND, OF COURSE,
FOR GETTING MY
BODY BACK..!"



A MINOR
INCONVENIENCE.
BELIEVE ME, SEWARD.
I'M GLAD YOU'RE
BACK! YOU HAD ME
SWEATIN' IT THERE
FOR A WHILE...

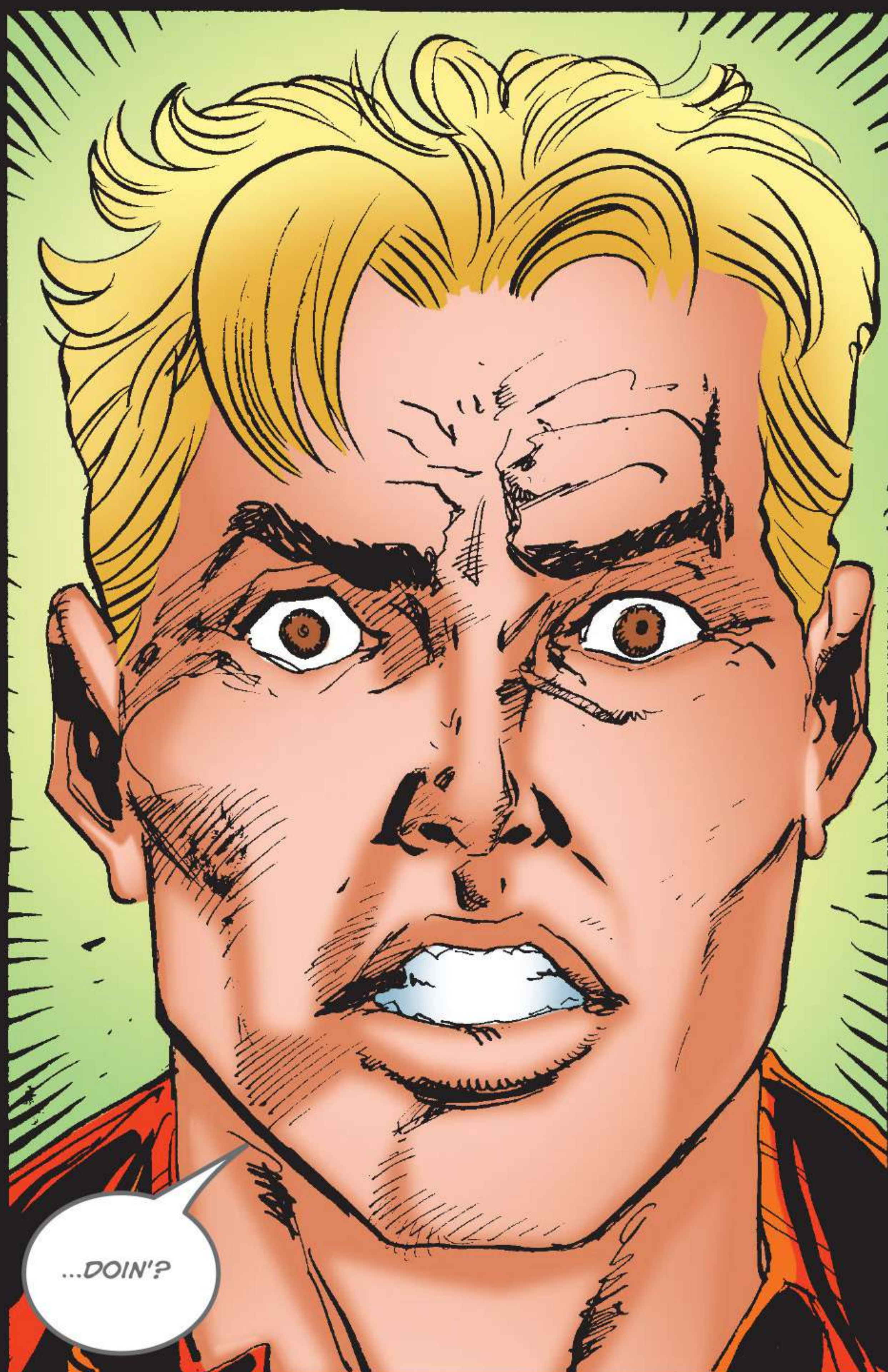
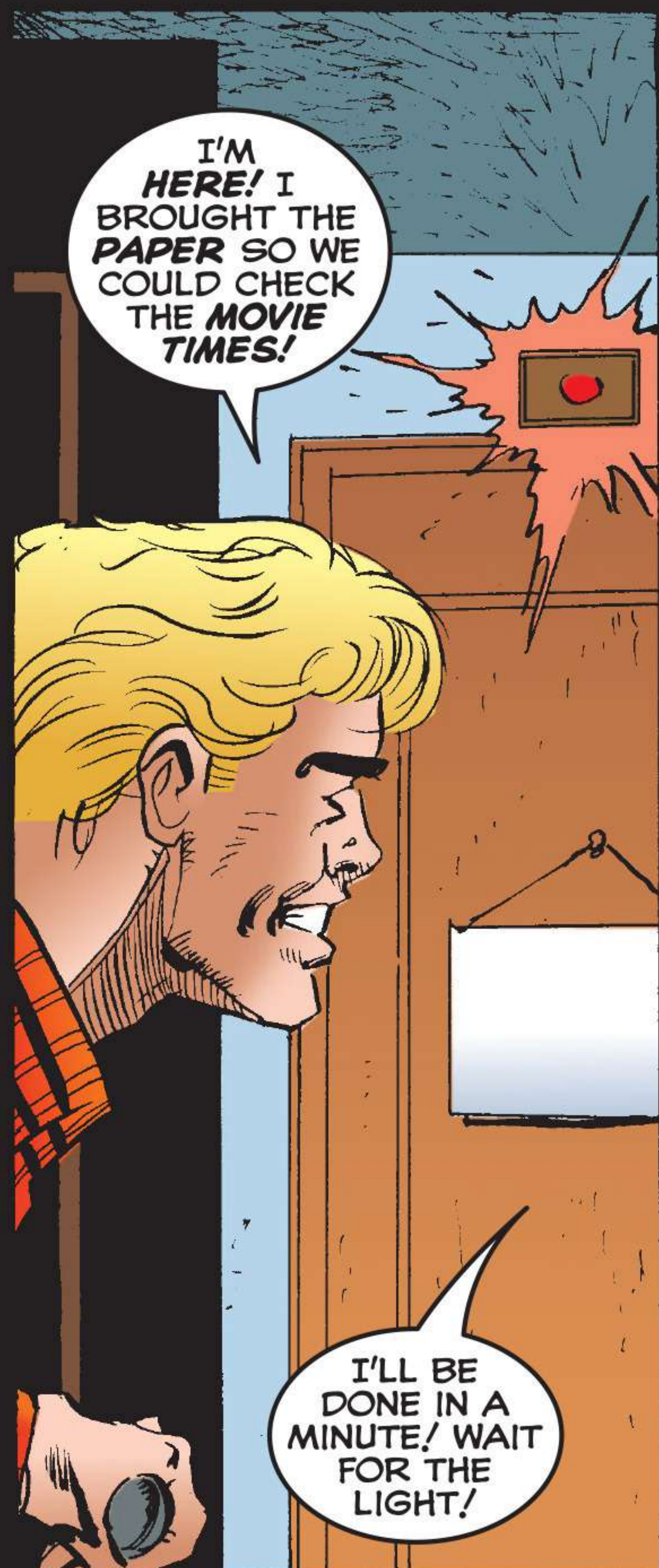
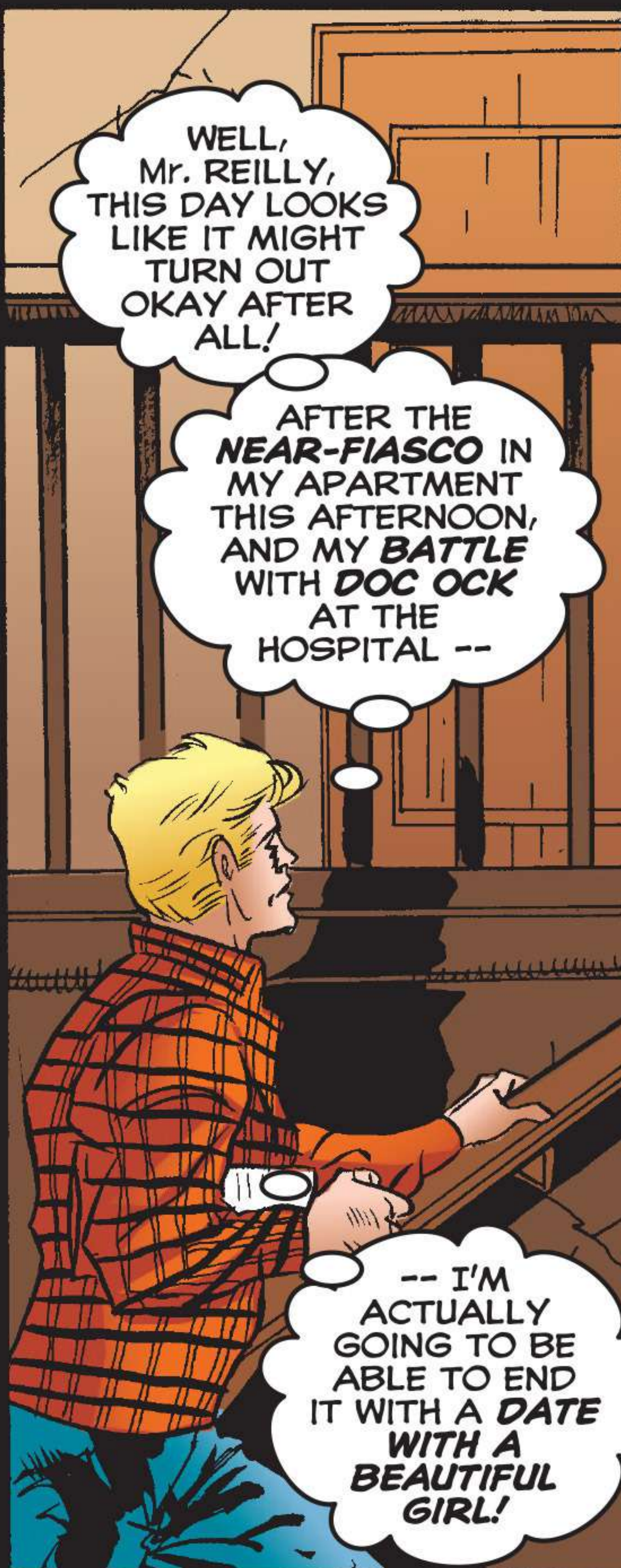
I'M
GLAD I
WAS
MISSED.

LISTEN,
I CAN'T STAY
WITH ALL THESE COPS
HANGING AROUND -- THE
HOSPITAL'S THICK WITH
THEM! I'M A WANTED
CRIMINAL AGAIN,
Y'KNOW?



I'LL
BE BACK TO
SEE YOU LATER,
WEARING SOMETHING
A LITTLE LESS...
CONSPICUOUS.

TAKE
IT EASY.
I'LL SEE YA
LATER!





HIYA,
BEN --

-- I'LL
BE WITH YOU
IN A **SECOND** --
I JUST WANT TO
HANG THIS
LAST ONE
UP...

THERE IS A DIM
HUM IN THE BACK
OF HIS HEAD --

-- AN UNCOMFORTABLE
FEELING THAT HE CAN'T
WRAP HIS THOUGHTS
AROUND --

THE SLIGHTEST TWINGE
OF SOMETHING THAT
MIGHT HAVE BEEN HIS
SPIDER-SENSE --

-- BUT IT WAS
THERE --

-- AND THEN
GONE --

-- AND HE
DOESN'T
KNOW WHY...

THE MYSTERY UNRAVELS IN
SENSATIONAL
SPIDER-MAN #3 --

-- AND BE HERE NEXT MONTH AS
SPIDEY GOES HEAD-TO-HEAD --
LITERALLY! -- WITH THE MADNESS
THAT IS

CARNAGE!





APR • 3
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MARVEL®
SPIDER-MAN
GROUP

THE SENSATIONAL

SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WAVE OF
CARNAGE
PART 1 OF 4

THE
SECRET
OF THE
SKELETON



His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility! **STAN LEE PRESENTS:**

THE SENSATIONAL SPIDER-MAN

*I'd always heard that expression
about looking like a deer frozen
in the headlights.*

*Never figured I'd play the
starring role of the deer --*

-- Until NOW.





FREEZE, SPIDEY! IF THAT'S WHO YOU REALLY ARE!

COME ON DOWN HERE NICE AND SLOW! WE GOT SOME QUESTIONS TO ASK YOU ABOUT A MISSING SKELETON!

Just what I need. I come here to RAVENCROFT to scope out the possibility that CARNAGE might have escaped --

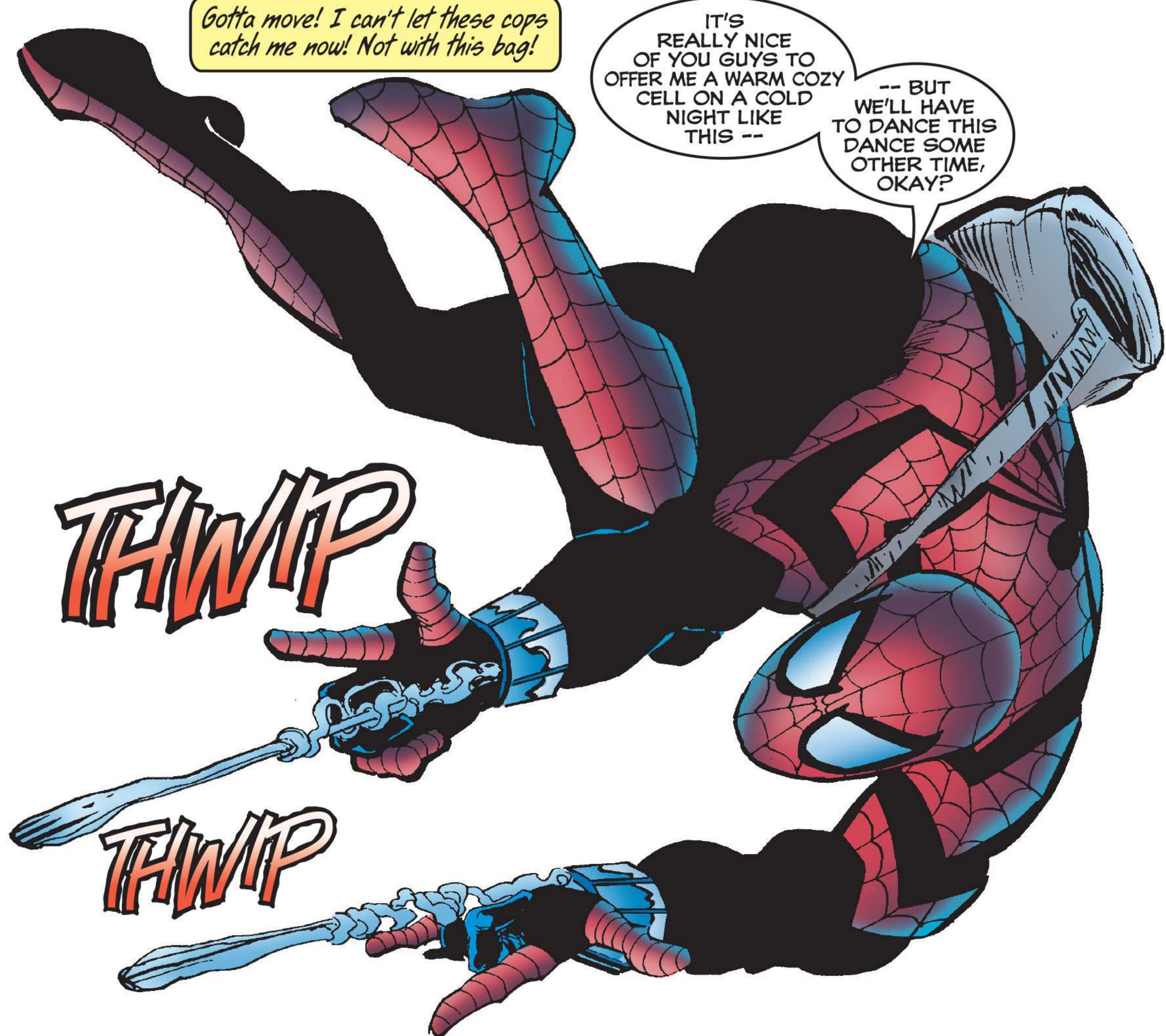
-- And end up tangling with New York's finest!

Chalk up another score for J. Jonah Jameson in his crusade to turn the public against me!

HEADLINES

WEB OF CARNAGE PART 1 OF 4

brought to you by **DAN JURGENS** **KLAUS JANSON**
WRITER & PENCIL ARTIST **FINISHING INKER**
GREGORY MALIBU'S RICHARD STARKINGS
WRIGHT HUES (AND) COMICRAFT **BOB BOB**
COLORIST SEPARATIONS LETTERING **BUDIANSKY HARRAS**
EDITOR ED. IN CHIEF



Gotta move! I can't let these cops catch me now! Not with this bag!

IT'S REALLY NICE OF YOU GUYS TO OFFER ME A WARM COZY CELL ON A COLD NIGHT LIKE THIS --

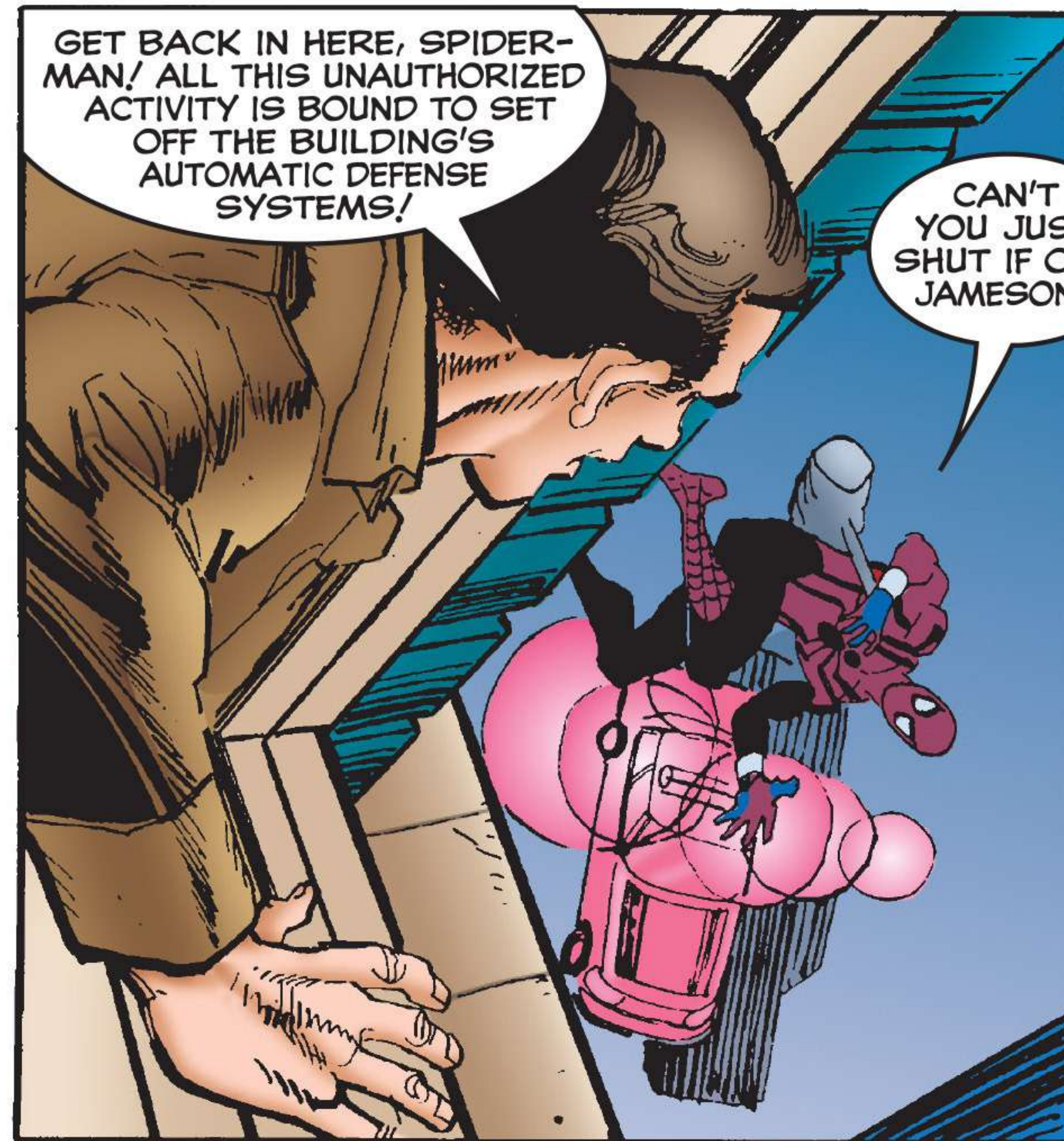
-- BUT WE'LL HAVE TO DANCE THIS DANCE SOME OTHER TIME, OKAY?



THWAP

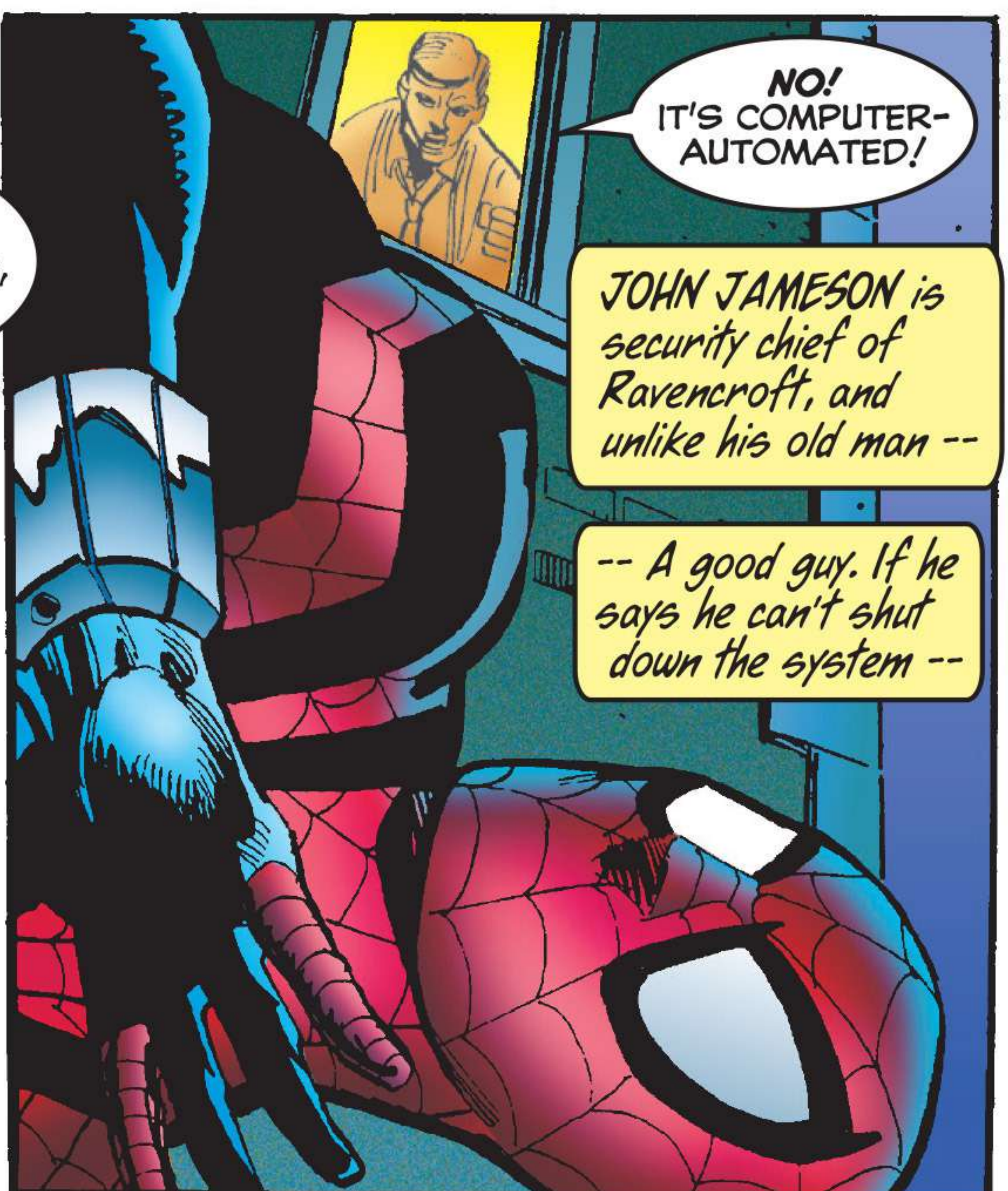
HEY --!

THWAP



GET BACK IN HERE, SPIDER-MAN! ALL THIS UNAUTHORIZED ACTIVITY IS BOUND TO SET OFF THE BUILDING'S AUTOMATIC DEFENSE SYSTEMS!

CAN'T YOU JUST SHUT IT OFF, JAMESON?



NO! IT'S COMPUTER-AUTOMATED!

JOHN JAMESON is security chief of Ravencroft, and unlike his old man --

-- A good guy. If he says he can't shut down the system --

SPEEDWWW

--I
BETTER
HAUL OUTTA
HERE!

BZZZZTTTT

GET THAT WEAPON
CLEANED OUT, ROOKIE!
THAT IMPOSTOR MUST
BE TRYING TO FREE
SOME OF THE
INMATES!

IS
IT TRUE
THAT SOME
OF THE WORLD'S
MOST DANGEROUS
PSYCHOS ARE
LOCKED UP
HERE?

YEAH!
IF ANY *ONE* OF 'EM
GETS OUT, THE WHOLE
CITY IS IN TROUBLE!

WHOA!
CAN'T LET
THIS BAG
GET BURNED
OPEN --

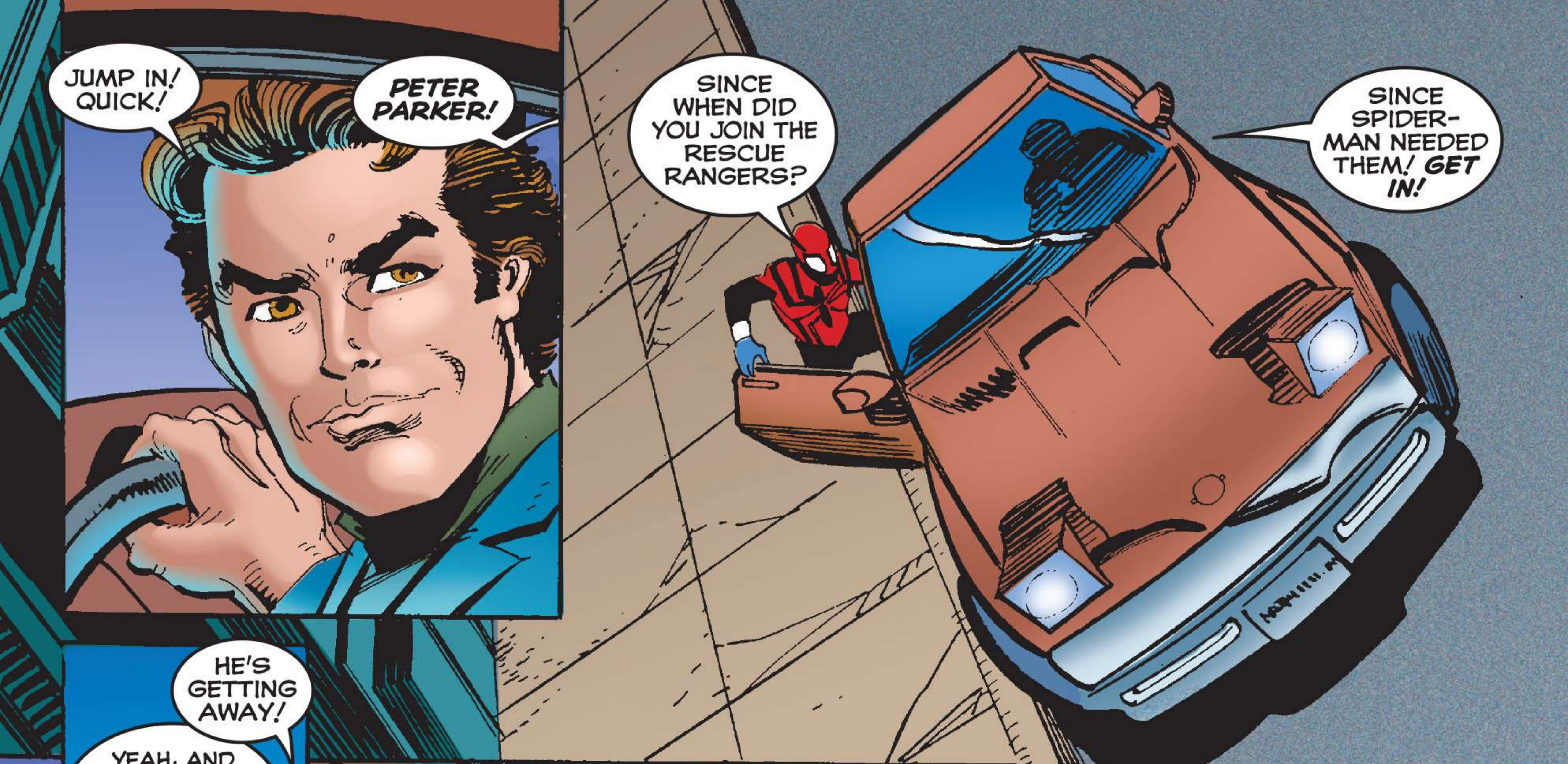
--OR
THERE WILL BE
SPIDER BONES
SCATTERED ALL
OVER THE
CITY!

ZZZAKKIT

ZZZAKKIT

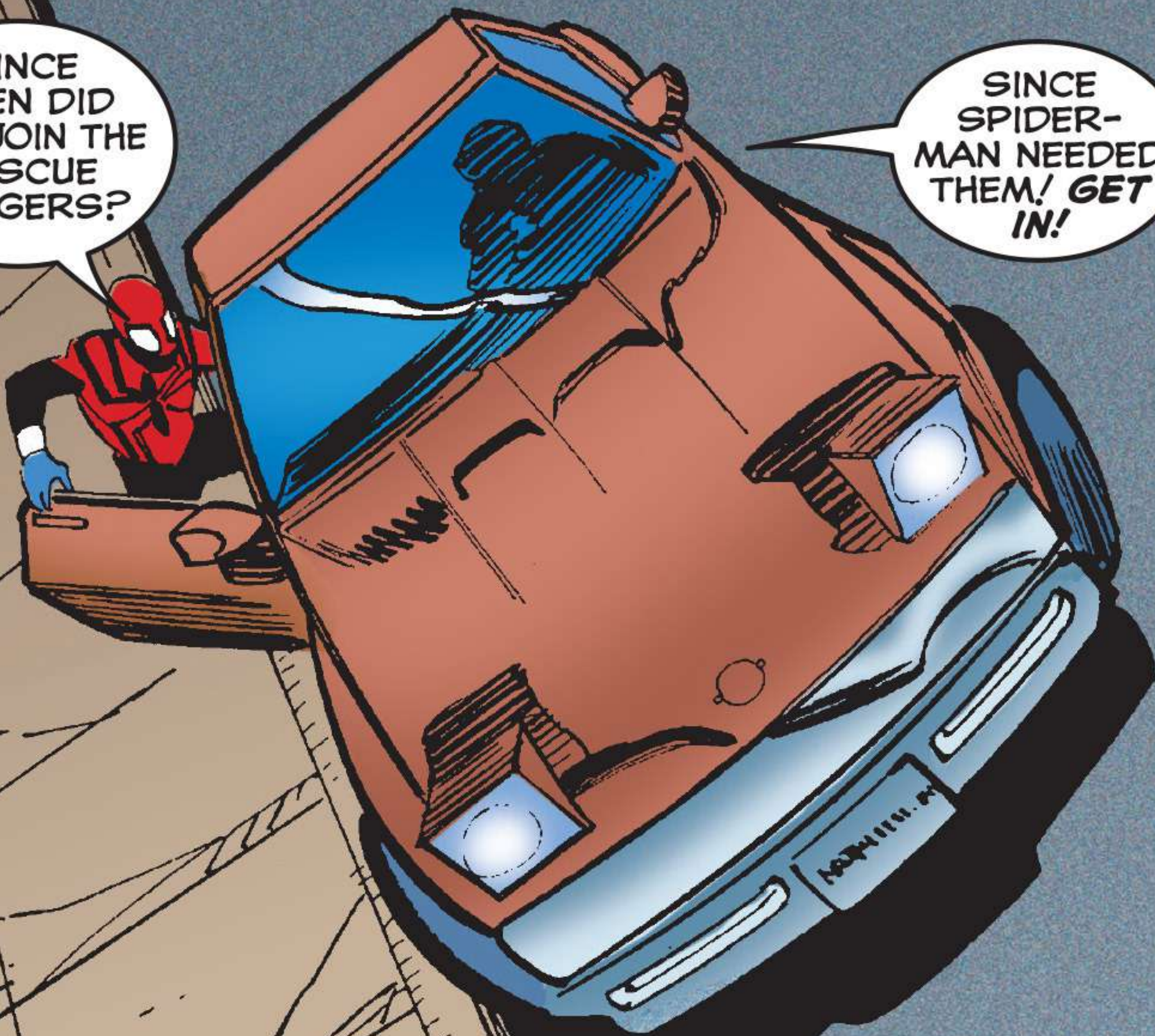
That car!

SCREECH



SINCE WHEN DID YOU JOIN THE RESCUE RANGERS?

SINCE SPIDER-MAN NEEDED THEM! **GET IN!**



HE'S GETTING AWAY!

YEAH, AND IT'S TOO DARK TO SEE THE LICENSE NUMBER!

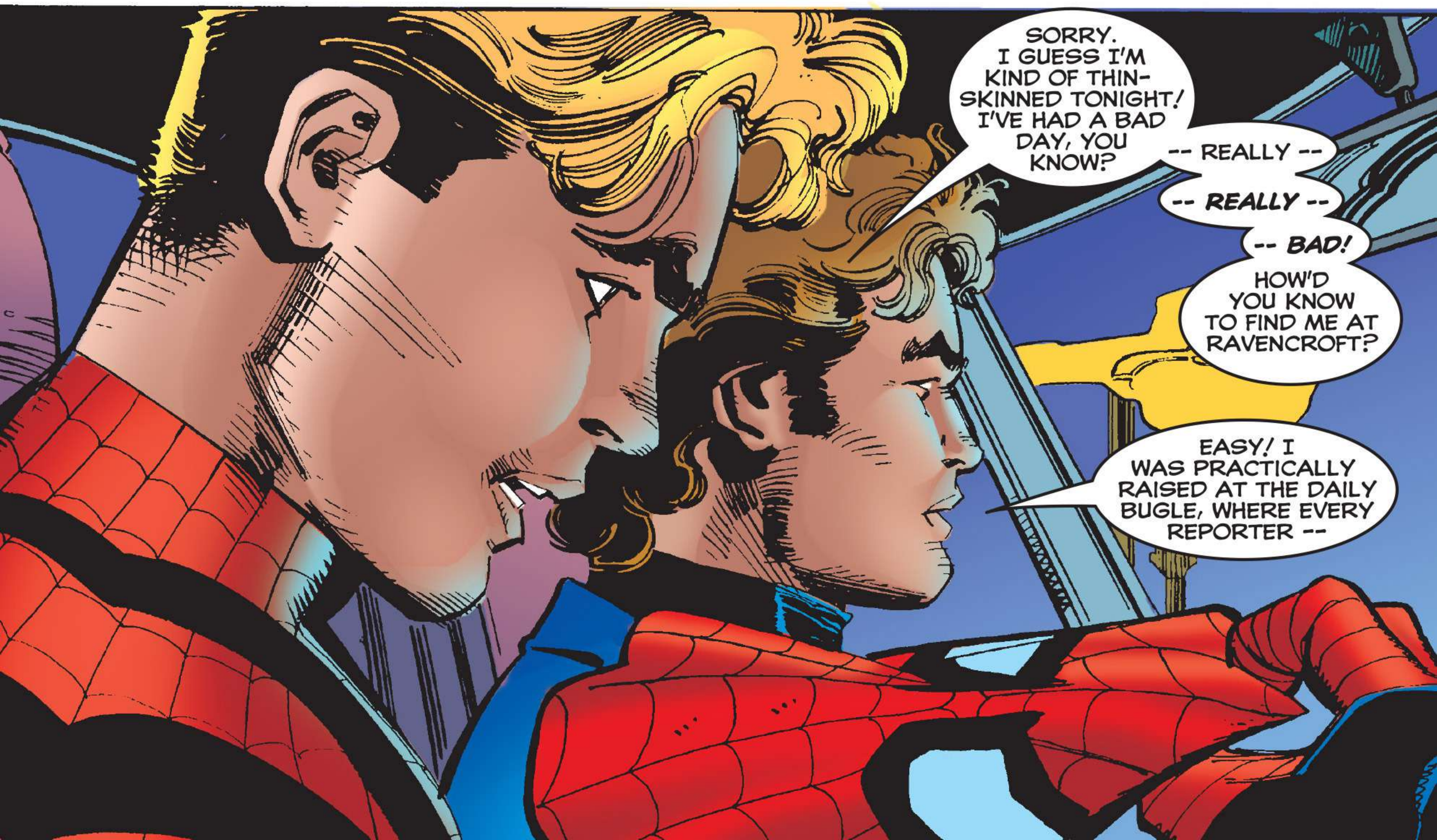


ARE YOU IMPLYING YOU DID A BETTER JOB OF WEARING THIS COSTUME THAN I DID?

Uh- Uh. MY SPIDER-MAN DAYS ARE WAYYYY BEHIND ME NOW, BEN.

HECK, YOU **KNOW** I LOST MY POWERS!

SEE SPIDER-MAN:
THE FINAL ADVENTURE
#4 - Bob



SORRY. I GUESS I'M KIND OF THIN-SKINNED TONIGHT! I'VE HAD A BAD DAY, YOU KNOW?

-- REALLY --

-- REALLY --

-- **BAD!**

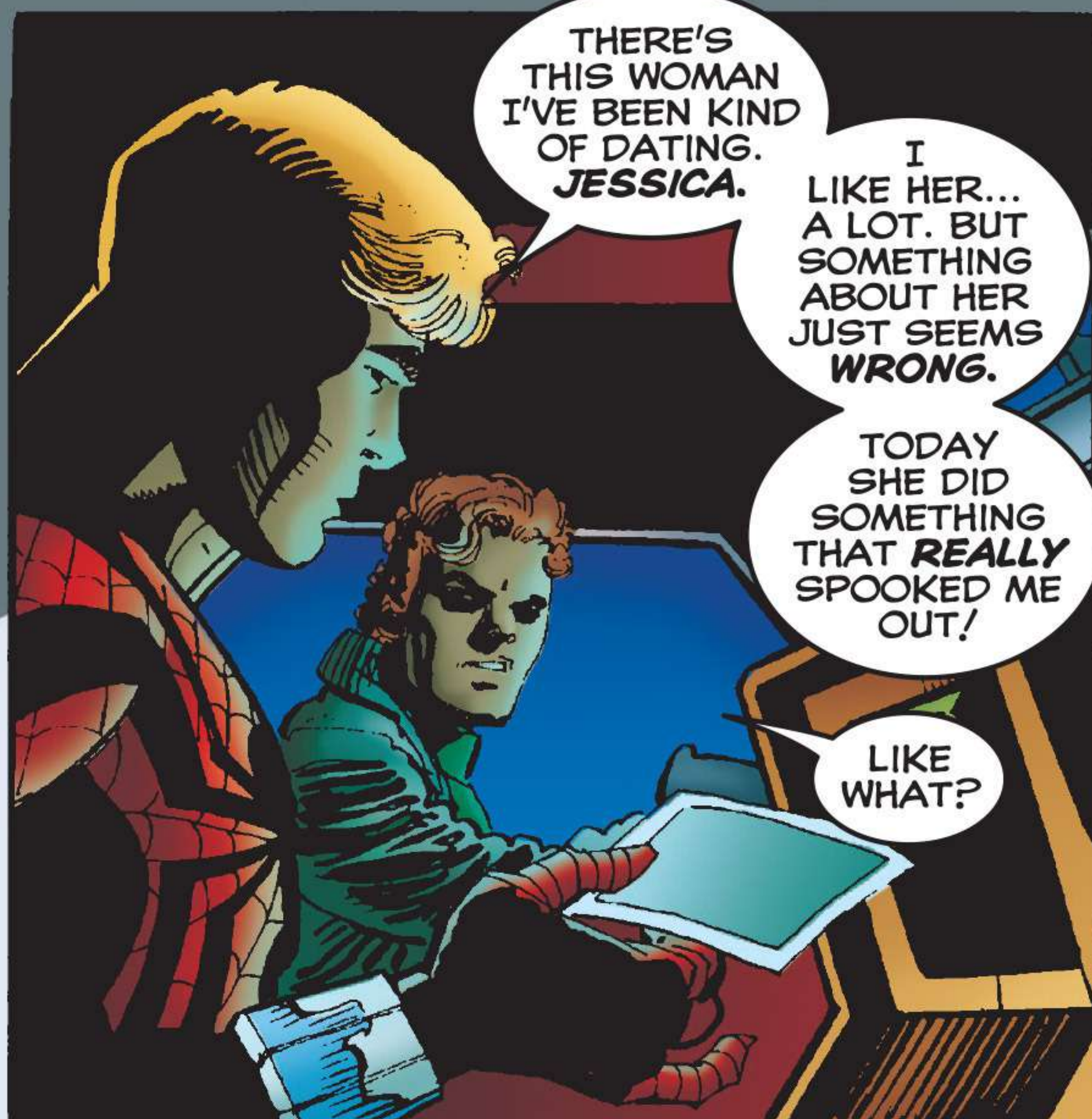
HOW'D YOU KNOW TO FIND ME AT RAVENCROFT?

EASY! I WAS PRACTICALLY RAISED AT THE DAILY BUGLE, WHERE EVERY REPORTER --



--LEARNS
TO MONITOR
AN ORDINARY
**POLICE
SCANNER!**

SO,
ASIDE FROM
WRESTLING THE
COPS, WHAT ARE
YOUR OTHER
PROBLEMS?



THERE'S
THIS WOMAN
I'VE BEEN KIND
OF DATING.
JESSICA.

I
LIKE HER...
A LOT. BUT
SOMETHING
ABOUT HER
JUST SEEMS
WRONG.

TODAY
SHE DID
SOMETHING
THAT **REALLY**
SPOOKED ME
OUT!

LIKE
WHAT?



THIS IS JESSICA
ON HER SEVENTH
BIRTHDAY.

SOMETHING
ABOUT THAT MAN
IN THE BACKGROUND...
HER FATHER --

-- AND HER
OBSESSION
WITH SPIDER-
MAN SEEM
CONNECTED!



OBSESSION
MIGHT BE TOO
STRONG A
WORD --

-- BUT
JESSICA
DEFINITELY
SEEMS TO HATE
SPIDER-MAN!
ME!

I
WAS AT
HER PLACE A
COUPLE OF HOURS
AGO AND ONE
ROOM WAS
FILLED --

"-- WITH PHOTOS OF SPIDER-MAN! IT WAS LIKE A FLOOR TO CEILING DOCUMENTARY PIECE!"

WHOA.

JESS, WHAT'S WITH THE SPIDEY WALL-PAPER? KIND OF... **EXTREME**, DON'T YOU THINK?

BUT...IT'S MY WORK. YOU KNOW I WANT TO MAKE IT AS A NEWS PHOTOGRAPHER!

"I HAD TO BE REAL CAREFUL, PETER. I COULDN'T ACT TOO FREAKED OUT BY THE PICS -- NOT ANY MORE THAN ANY NORMAL GUY!"

MAYBE SO, JESS. BUT TO ME --

NO. IT'S JUST THAT.. SEE, I HANG PICTURES OF MY WORK TO STUDY THEM!

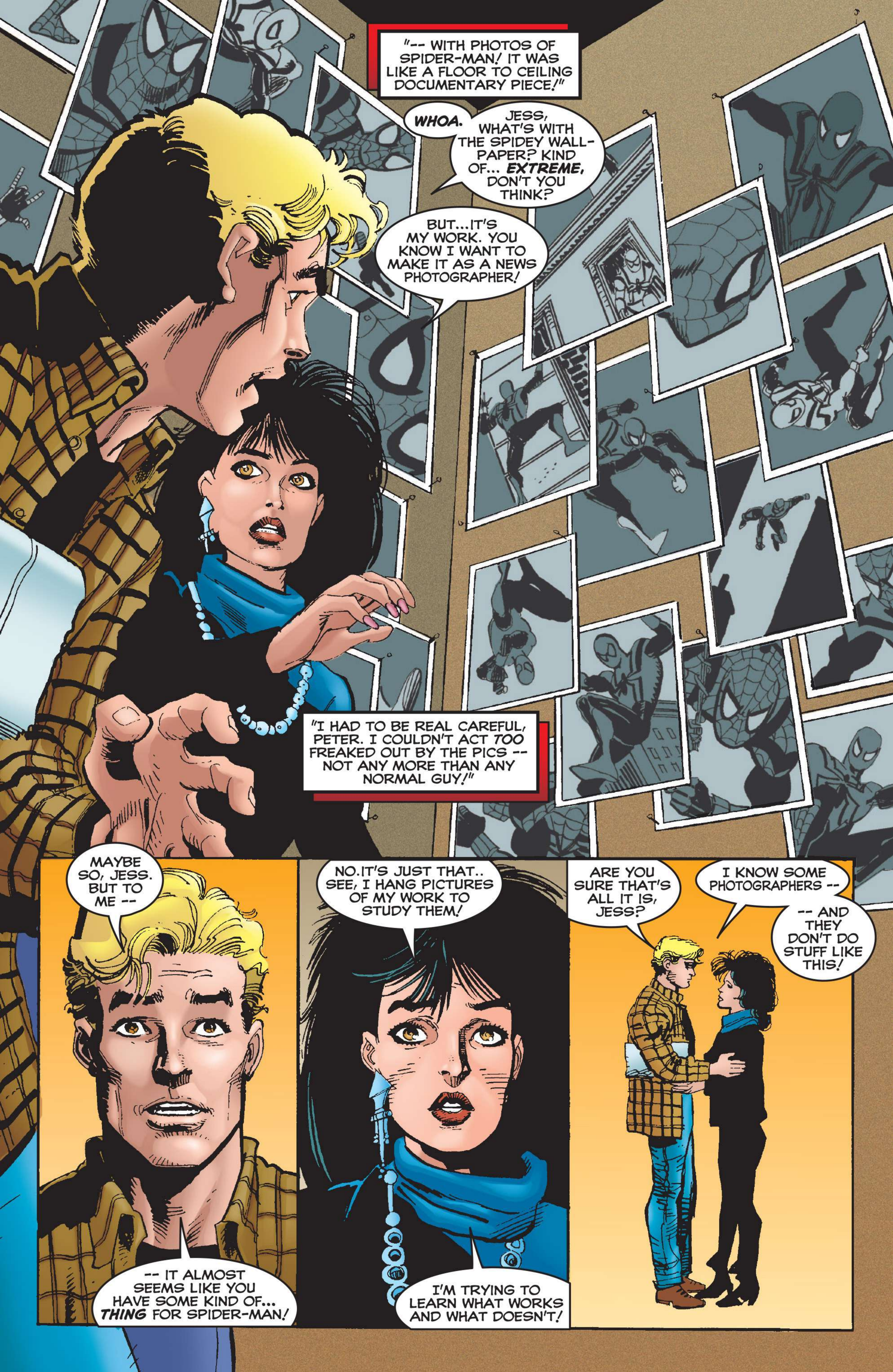
ARE YOU SURE THAT'S ALL IT IS, JESS?

I KNOW SOME PHOTOGRAPHERS --

-- AND THEY DON'T DO STUFF LIKE THIS!

-- IT ALMOST SEEMS LIKE YOU HAVE SOME KIND OF... **THING** FOR SPIDER-MAN!

I'M TRYING TO LEARN WHAT WORKS AND WHAT DOESN'T!



OF COURSE, I'M SURE! STOP LOOKING AT ME LIKE YOU DON'T BELIEVE ME!

ALL MY LIFE PEOPLE HAVE LOOKED AT ME THAT WAY!

NO ONE HAS *EVER* TRUSTED ME!

NO OFFENSE! I KNOW YOU HAD IT ROUGH GROWING UP.

RIGHT! I WAS KICKED FROM ONE FOSTER HOME TO ANOTHER BECAUSE MY MOM SPLIT AND MY DAD WAS IN PRISON!

BUT I PERSEVERED. LEARNED TO LIVE WITH IT. FOR A SHORT TIME WHEN MY DAD WAS OUT OF JAIL --

-- HE EVEN TOOK CARE OF ME!

DEEP DOWN, HE WAS A GOOD MAN. HE WAS IN JAIL FOR A MURDER HE DIDN'T EVEN COMMIT!

AN OLD MAN MISTOOK HIM FOR A BURGLAR AND PULLED A GUN ON HIM. THEY STRUGGLED, THE GUN WENT OFF --

-- AND THE OLD MAN DIED.

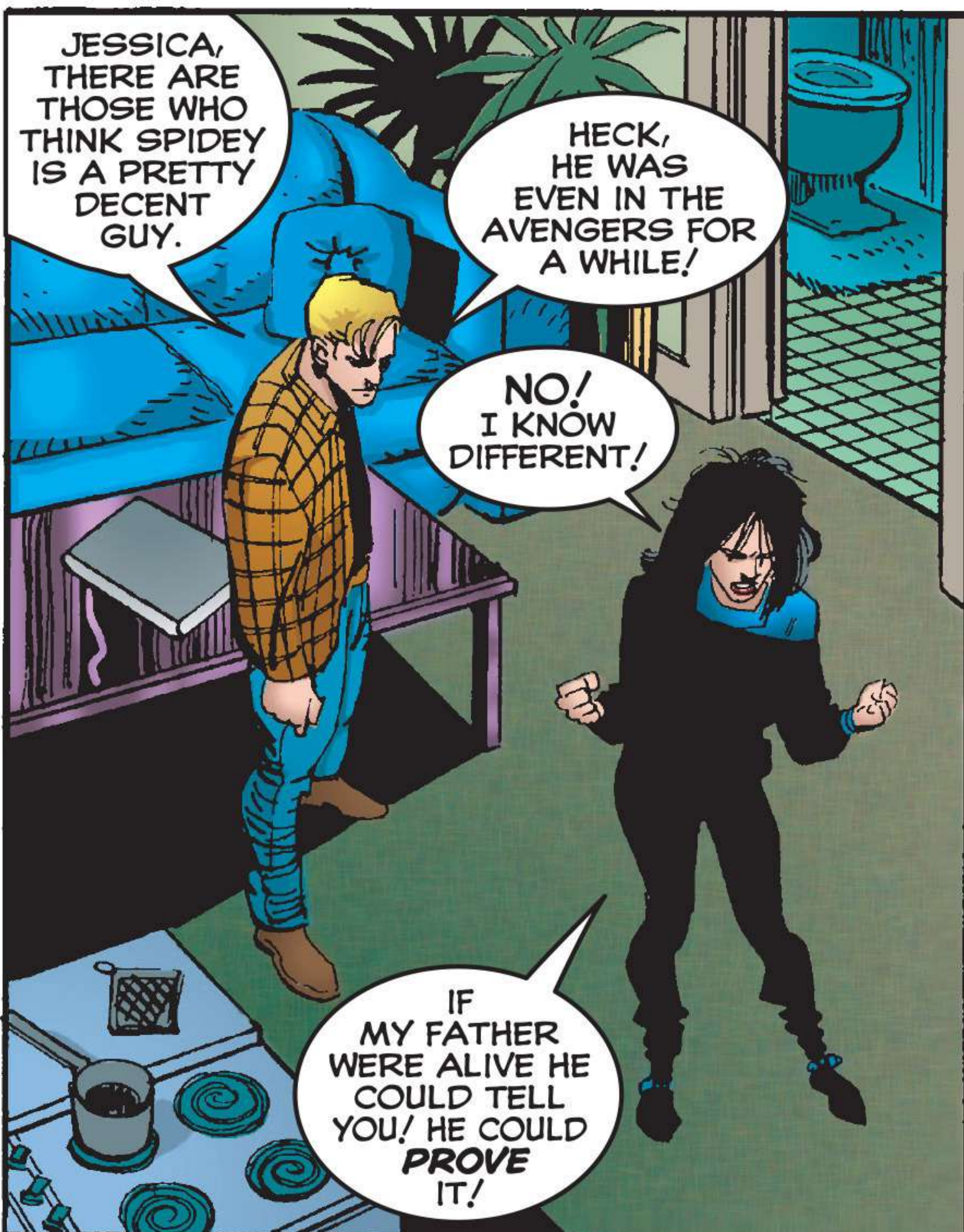
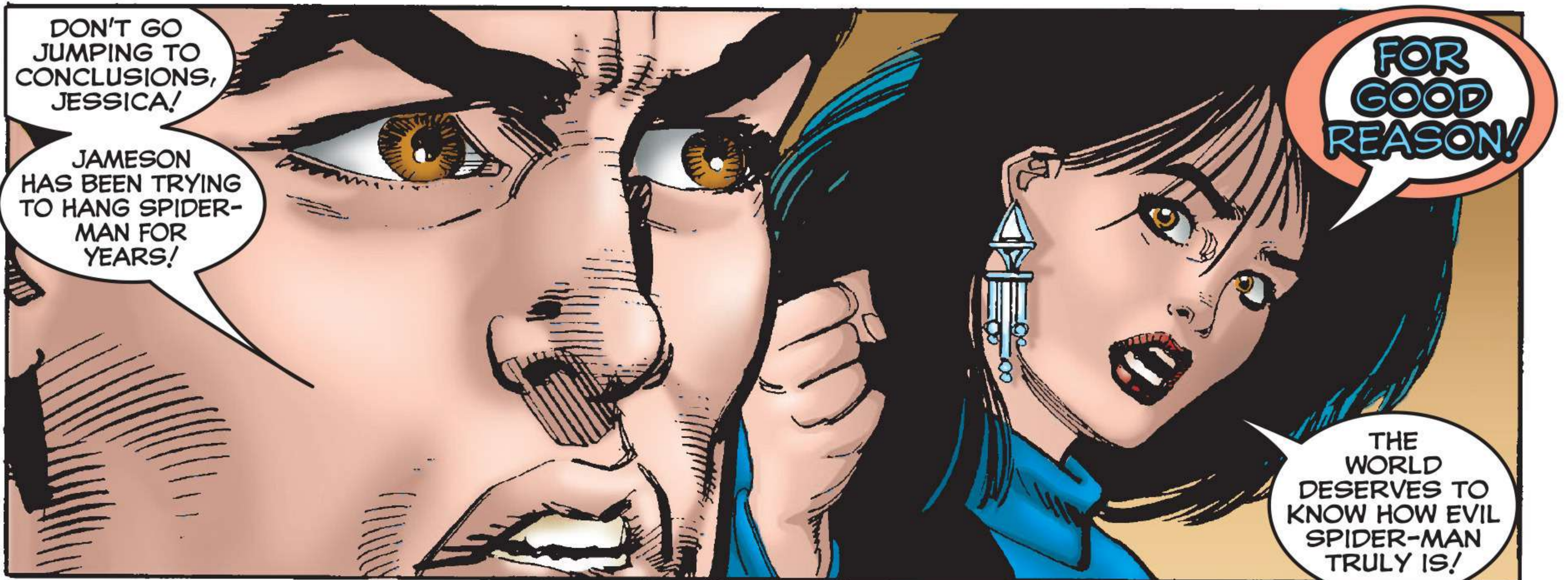
MY FATHER WAS POOR, BEN. CONVICTED IN A HEART-BEAT!

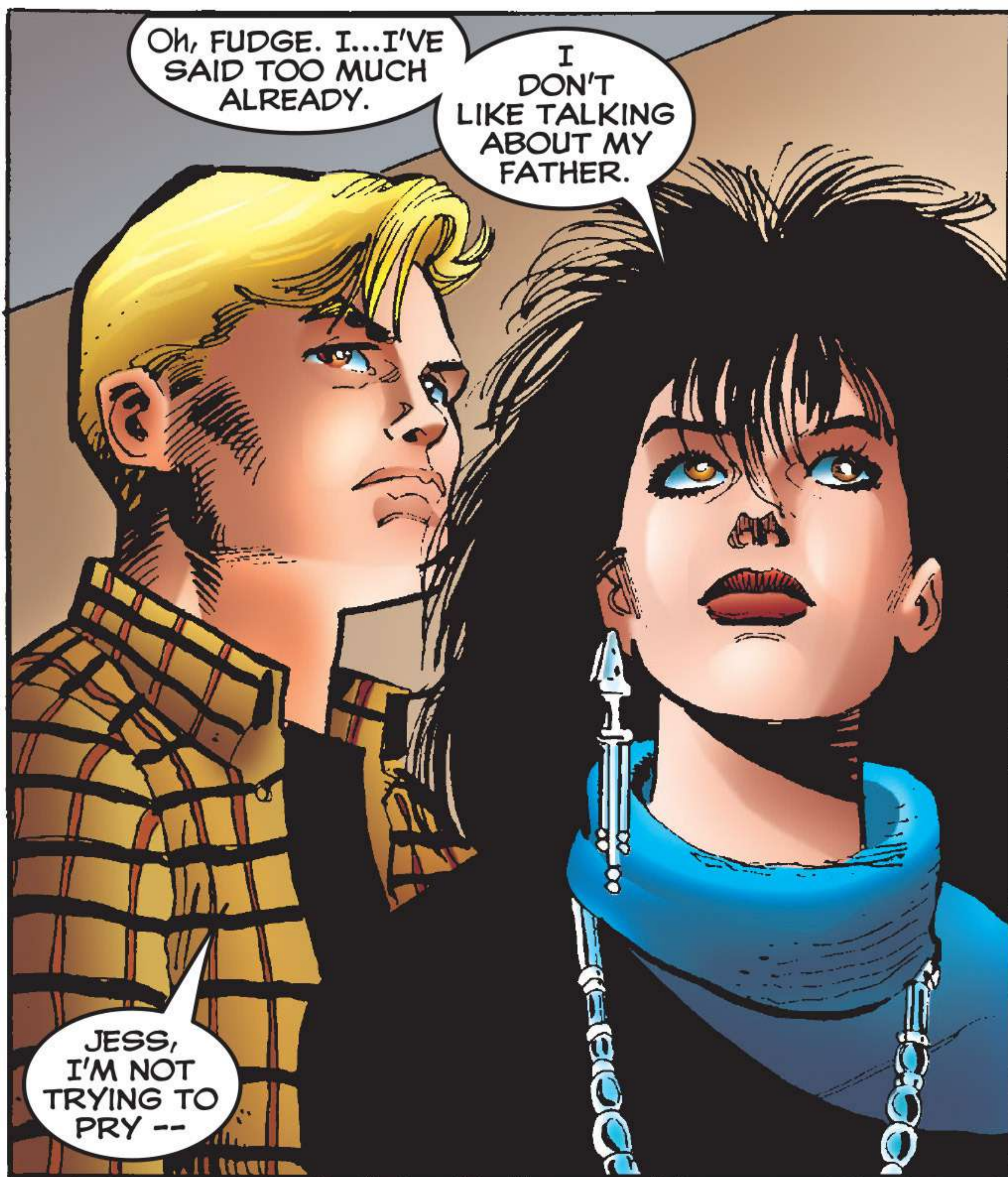
SOUNDS ROUGH. BUT YOU'RE SURE HE WASN'T ROBBING... WHOOPS!

MY FATHER DIDN'T DESERVE *THAT* AND HE DIDN'T DESERVE TO BE MURDERED YEARS LATER!

BEN, THAT HEADLINE!











"YOUR PHONE CALL TOTALLY RUINED THE MOMENT, PETER. AFTER I HUNG UP, JESSICA WAS IN NO MOOD TO TALK ABOUT HER FATHER."

"SO I TOOK OFF TO MEET YOU AFTER A QUICK DETOUR TO DROP OFF MY TIME CARD!"



HI, SHIRLEY! LOOKS LIKE A BUSY NIGHT!

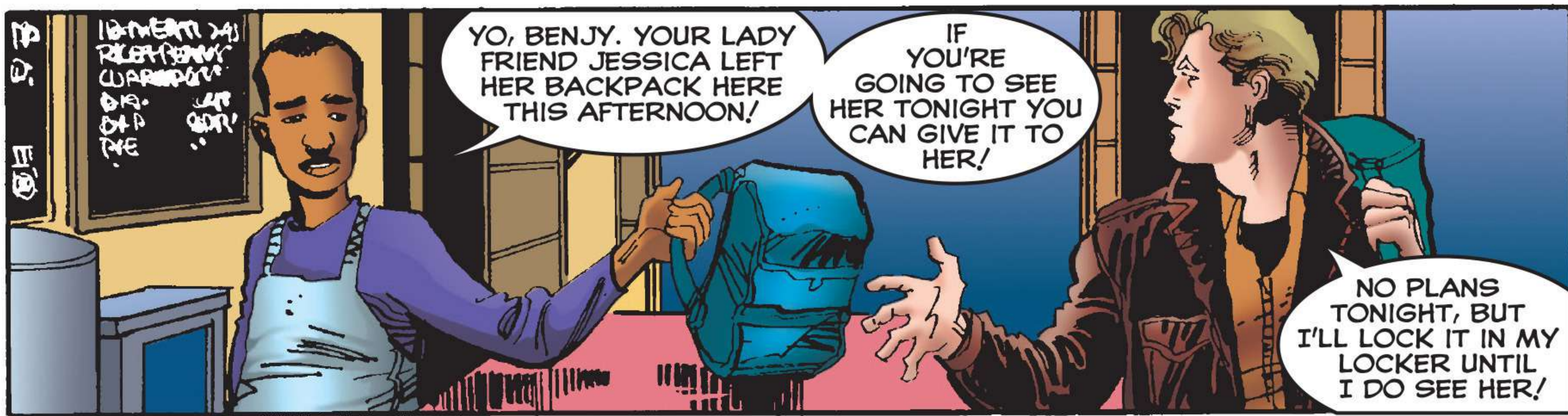
SURE IS, BEN. I KNOW IT'S YOUR NIGHT OFF, BUT WE SURE COULD USE A HAND AROUND HERE! ANY CHANCE YOU COULD PITCH IN?



I WISH I COULD, BUT I HAVE PLANS THIS EVENING.

"I FELT LIKE A REAL BUM NOT BEING THERE TO HELP OUT. SHIRLEY WAS THE BEST BOSS I COULD EVER HOPE FOR --

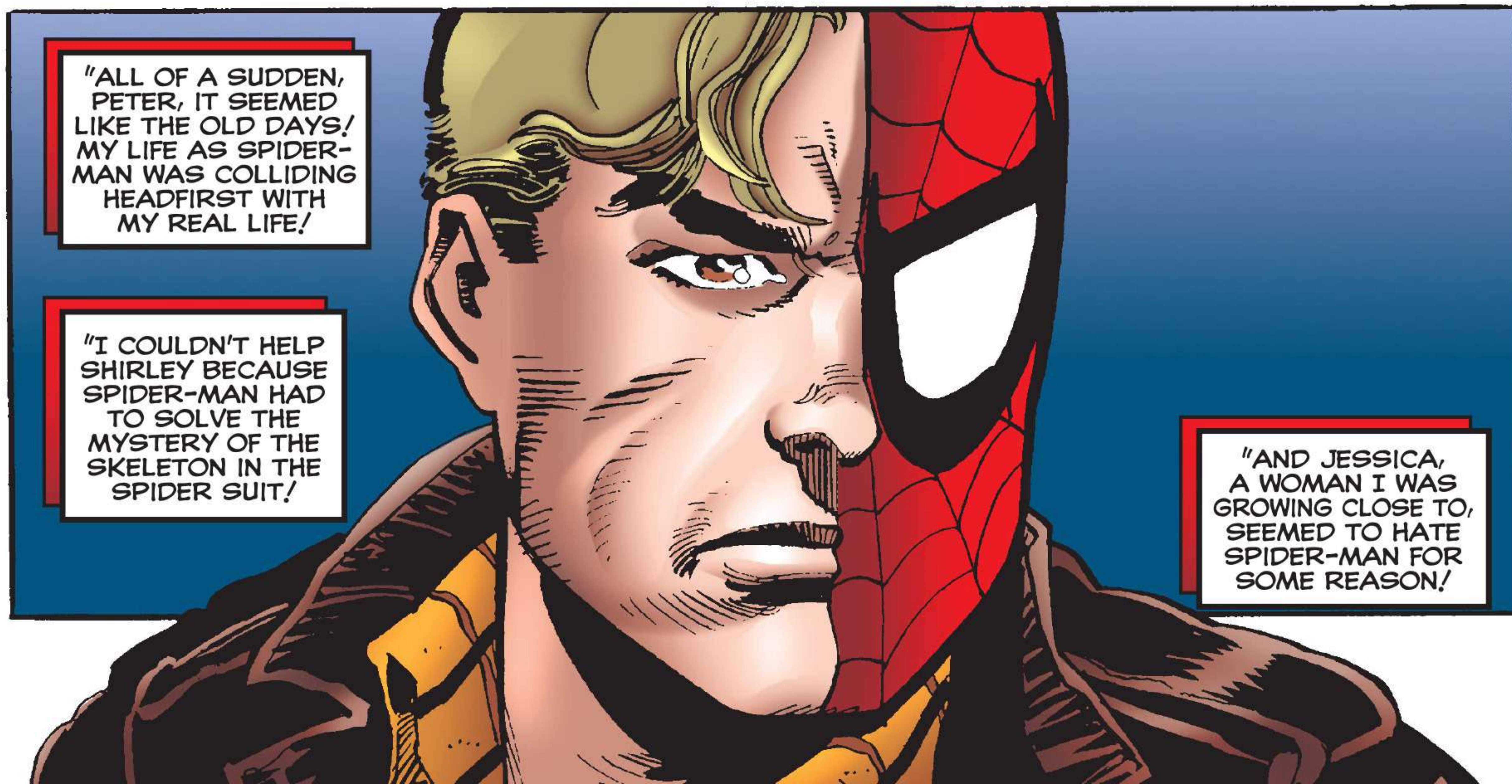
"-- AND HERE I WAS LETTING HER, DOWN!"



YO, BENJY. YOUR LADY FRIEND JESSICA LEFT HER BACKPACK HERE THIS AFTERNOON!

IF YOU'RE GOING TO SEE HER TONIGHT YOU CAN GIVE IT TO HER!

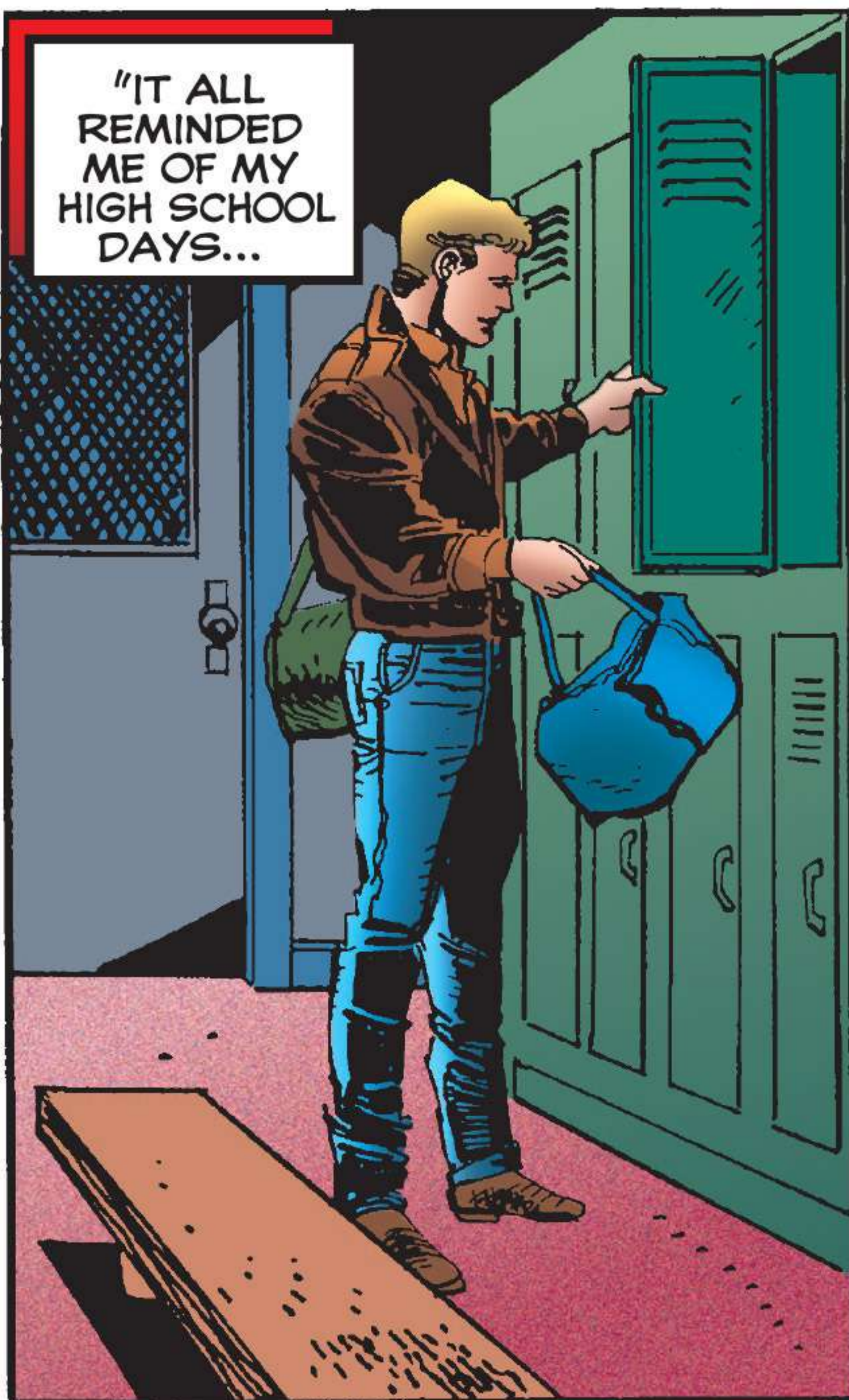
NO PLANS TONIGHT, BUT I'LL LOCK IT IN MY LOCKER UNTIL I DO SEE HER!



"ALL OF A SUDDEN, PETER, IT SEEMED LIKE THE OLD DAYS! MY LIFE AS SPIDER-MAN WAS COLLIDING HEADFIRST WITH MY REAL LIFE!

"I COULDN'T HELP SHIRLEY BECAUSE SPIDER-MAN HAD TO SOLVE THE MYSTERY OF THE SKELETON IN THE SPIDER SUIT!

"AND JESSICA, A WOMAN I WAS GROWING CLOSE TO, SEEMED TO HATE SPIDER-MAN FOR SOME REASON!"



"IT ALL REMINDED ME OF MY HIGH SCHOOL DAYS..."



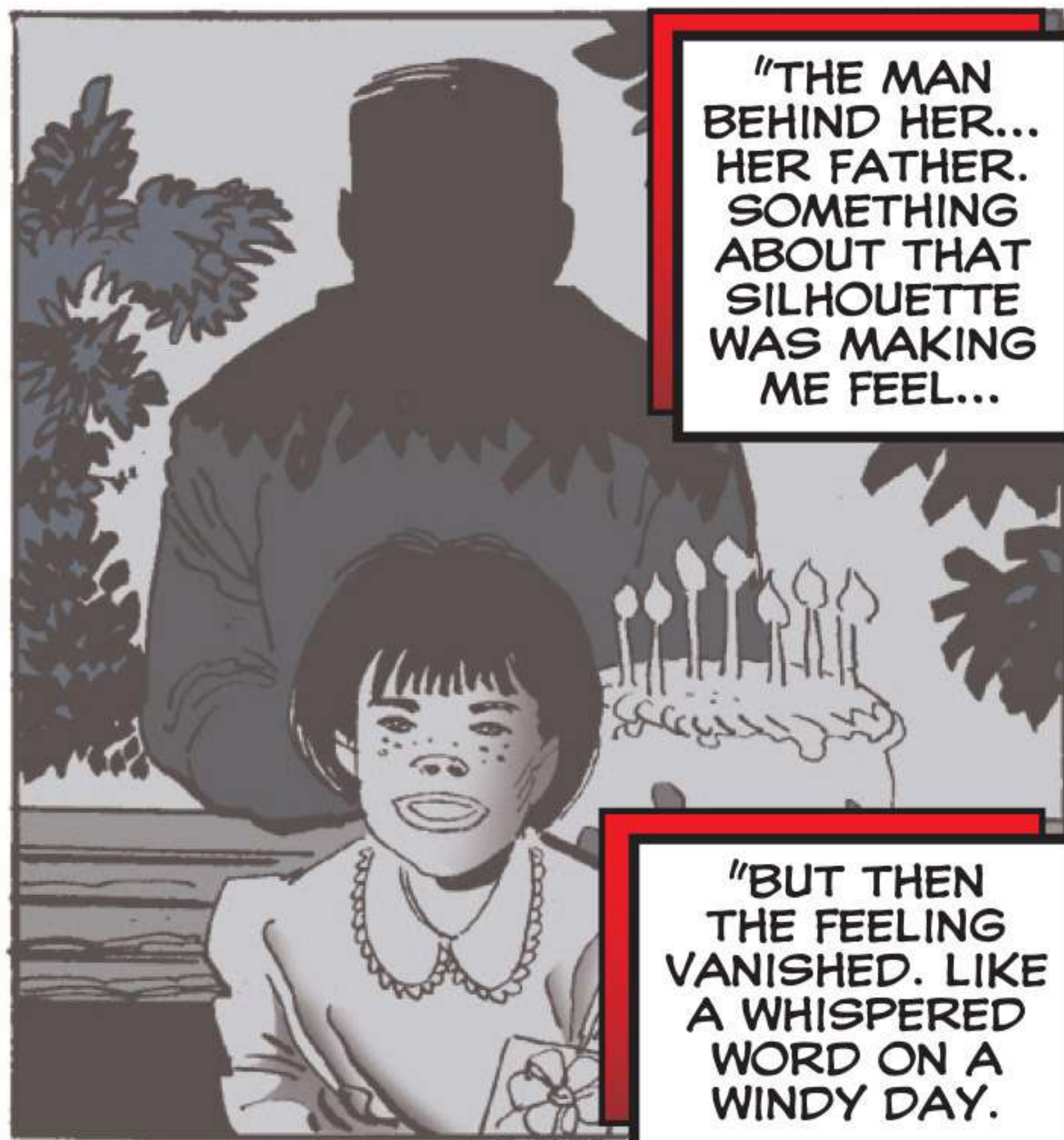
"THAT'S WHEN IT HAPPENED, PETER. I WAS LOST IN THOUGHT, PROBABLY HANDLING JESSICA'S BACKPACK CARELESSLY --"

"-- WHEN THE PICTURE FELL OUT."



"I LOOKED AT IT FOR A LONG TIME. SOMETHING ABOUT IT --"

-- DISTURBED ME.



"THE MAN BEHIND HER... HER FATHER. SOMETHING ABOUT THAT SILHOUETTE WAS MAKING ME FEEL..."

"BUT THEN THE FEELING VANISHED. LIKE A WHISPERED WORD ON A WINDY DAY."

-- I HAD WORK TO DO. A **MYSTERY** TO SOLVE.

"SOMETHING ONLY SPIDER-MAN COULD DO!"



A full-page comic book illustration of Spider-Man swinging through the air over a city. He is in a dynamic pose, with his right arm extended forward and his left arm bent. His iconic red and blue suit is visible, with the spider emblem on his chest. The background shows a cityscape with yellow and orange buildings under a blue sky with purple and blue light streaks.

"AS I WAS SWINGING
OVER NEW YORK I
COULDN'T STOP THINKING
ABOUT THE SKELETON!"

"I MEAN, THINK OF IT!
YEARS AGO THE JACKAL
CLONED ME, CREATING YOU
-- PETER PARKER -- IN THE
PROCESS! WE FOUGHT, YOU
THOUGHT I WAS DEAD --

"-- AND YOU DUMPED
MY BODY DOWN A
SMOKESTACK!"

"BUT I WAS **ALIVE!**"

"THE JACKAL **CLAIMED**
HE PULLED ME OUT!"

"BUT THEN THOSE WORKERS
FIND THIS SKELETON IN THE
SMOKESTACK -- AND IT'S
DRESSED LIKE SPIDER-MAN!"

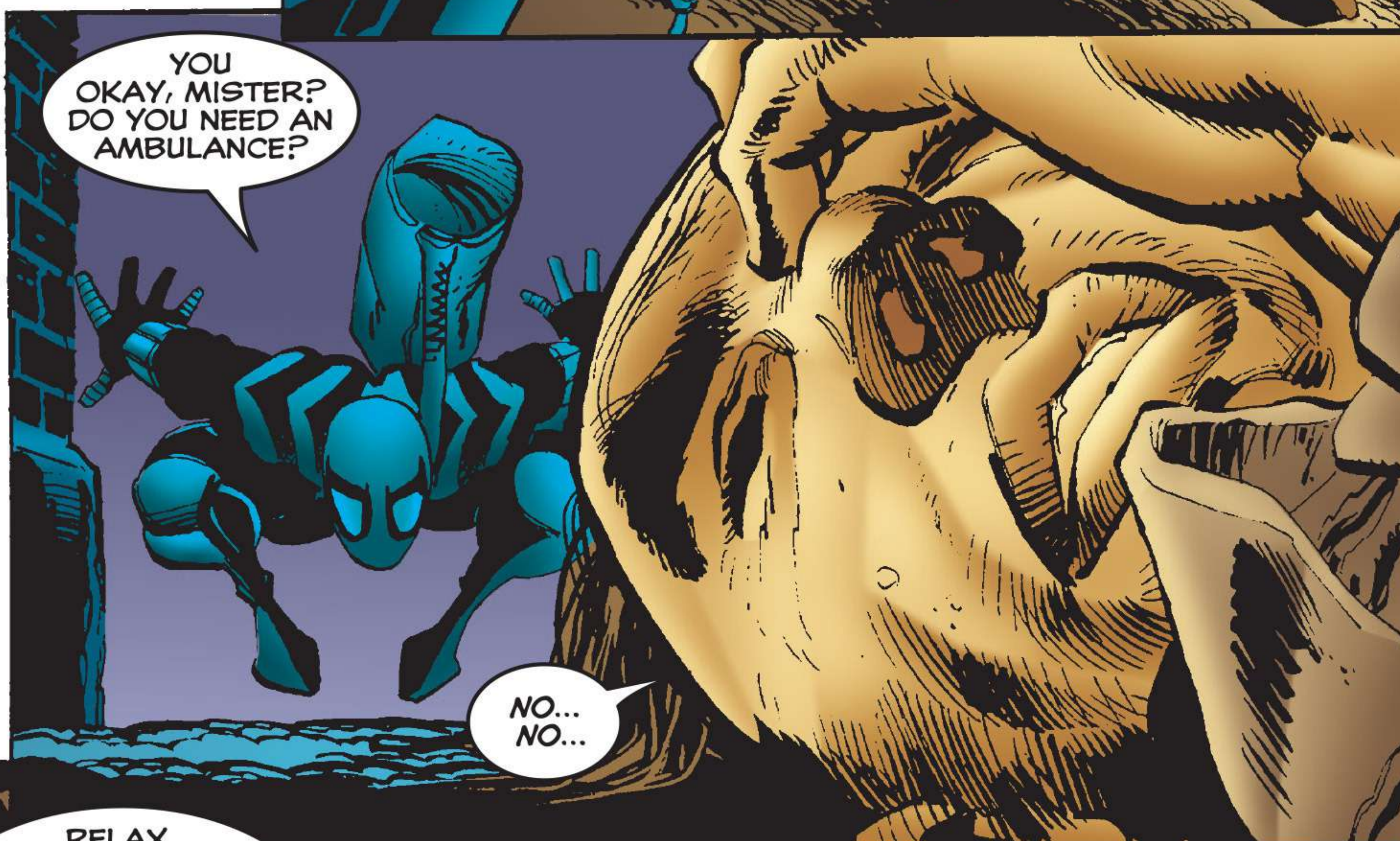
"HOW CAN
THAT BE?!"



"ALL OF THIS WAS HAUNTING ME WHEN MY SPIDEY-SENSE WENT OFF BIG TIME!"



"A MUGGING VICTIM LYING ON THE GROUND. LOOKED LIKE HE'D BEEN ROUGHED UP PRETTY GOOD."



YOU OKAY, MISTER? DO YOU NEED AN AMBULANCE?

NO... NO...



RELAX. I'M ONE OF THE GOOD GUYS! IF YOU WANT PROOF, I CAN SHOW YOU MY GENUINE, 100% AUTHENTIC SUPER HERO BADGE!

NO!
GET AWAY FROM ME!
YOU'RE HIM!
HIM!



YOU'RE ACTING LIKE I'M THE ONE WHO ATTACKED YOU! WHAT GIVES?

YOU **ARE!** HIS FACE WAS RED -- LIKE **YOURS!**

THE WAY HE MOVED... SO EERILY! AND HIS EYES... THEY GLOWED IN THE DARK!



IT WASN'T *ME!*
YOU'RE
DESCRIBING
SOMEONE ELSE!
IN FACT, YOUR
DESCRIPTION
ALMOST SOUNDS
LIKE...
LIKE...

...*CARNAGE!*
IT MUST HAVE
BEEN
CARNAGE!

YOU
LOOK LIKE
YOU'RE GOING TO
BE OKAY, MISTER!
I'VE GOT TO CHECK
THIS OUT! IF
CARNAGE IS
LOOSE --

-- THIS
WHOLE
CITY IS AT
RISK!

"IT DIDN'T TAKE
ME LONG TO GET
TO *RAVENCROFT*
INSTITUTE WHERE
CLETUS KASADY,
A.K.A. *CARNAGE*,
IS LOCKED UP.

JOHN JAMESON! DID
I TAKE YOU AWAY
FROM SOMETHING
IMPORTANT?

JUST
RESTING,
SPIDER-MAN.
IT'S BEEN A
LONG, HARD
DAY.

YOU'RE
SECURITY CHIEF
HERE. I NEED TO KNOW
IF *CARNAGE* HAS
ESCAPED!

OF
COURSE
NOT! *KASADY*
IS LOCKED UP
SAFE AND
SOUND!

I'LL
PROVE IT TO
YOU NOW! WE
HAVE HIS CELL
MONITORED
TWENTY-FOUR
HOURS A
DAY!

WHAT
BRINGS THE
BEST FRIEND
RAVENCROFT
EVER HAD TO
PAY A VISIT
HERE AT THIS
LATE HOUR?

ARE
YOU
SURE?

"I KNEW I'D
FIND MY
ANSWERS
INSIDE,
COURTESY
OF --"



THAT'S HIM? YOU'RE SURE IT'S LIVE AND NOT ON TAPE?

THERE'S NO DOUBT ABOUT IT, SPIDER-MAN. THAT'S YOUR FRIEND CLETUS KASADY, ALL RIGHT.

HE'S TUCKED AWAY SAFE AND SOUND IN HIS CELL AND THERE'S NO WAY HE COULD HAVE ESCAPED!

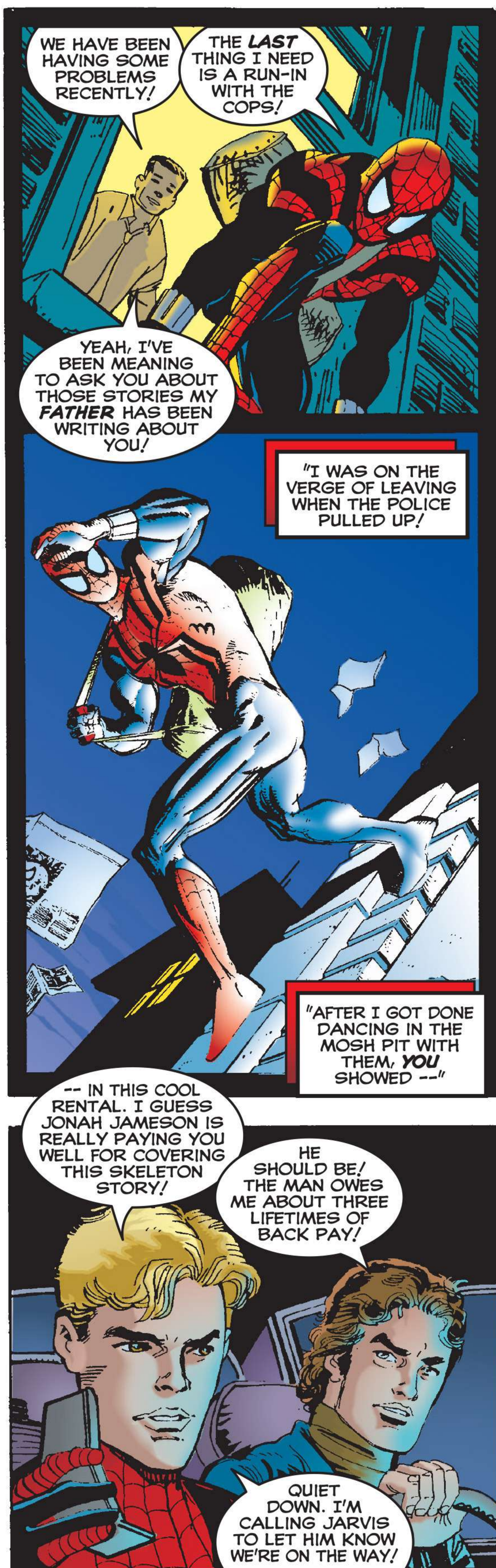
IF YOU SAY SO...

BZZZZZZTTT

WHAT IS THAT?!

INTRUDER ALARM! YOU MUST HAVE SET IT OFF WHEN YOU SNUCK INSIDE!

EITHER THAT OR THE SYSTEM HAS TRIPPED ITSELF!



WE HAVE BEEN HAVING SOME PROBLEMS RECENTLY!

THE **LAST** THING I NEED IS A RUN-IN WITH THE COPS!

YEAH, I'VE BEEN MEANING TO ASK YOU ABOUT THOSE STORIES MY **FATHER** HAS BEEN WRITING ABOUT YOU!

"I WAS ON THE VERGE OF LEAVING WHEN THE POLICE PULLED UP!"

"AFTER I GOT DONE DANCING IN THE MOSH PIT WITH THEM, **YOU** SHOWED --"

-- IN THIS COOL RENTAL. I GUESS JONAH JAMESON IS REALLY PAYING YOU WELL FOR COVERING THIS SKELETON STORY!

HE SHOULD BE! THE MAN OWES ME ABOUT THREE LIFETIMES OF BACK PAY!

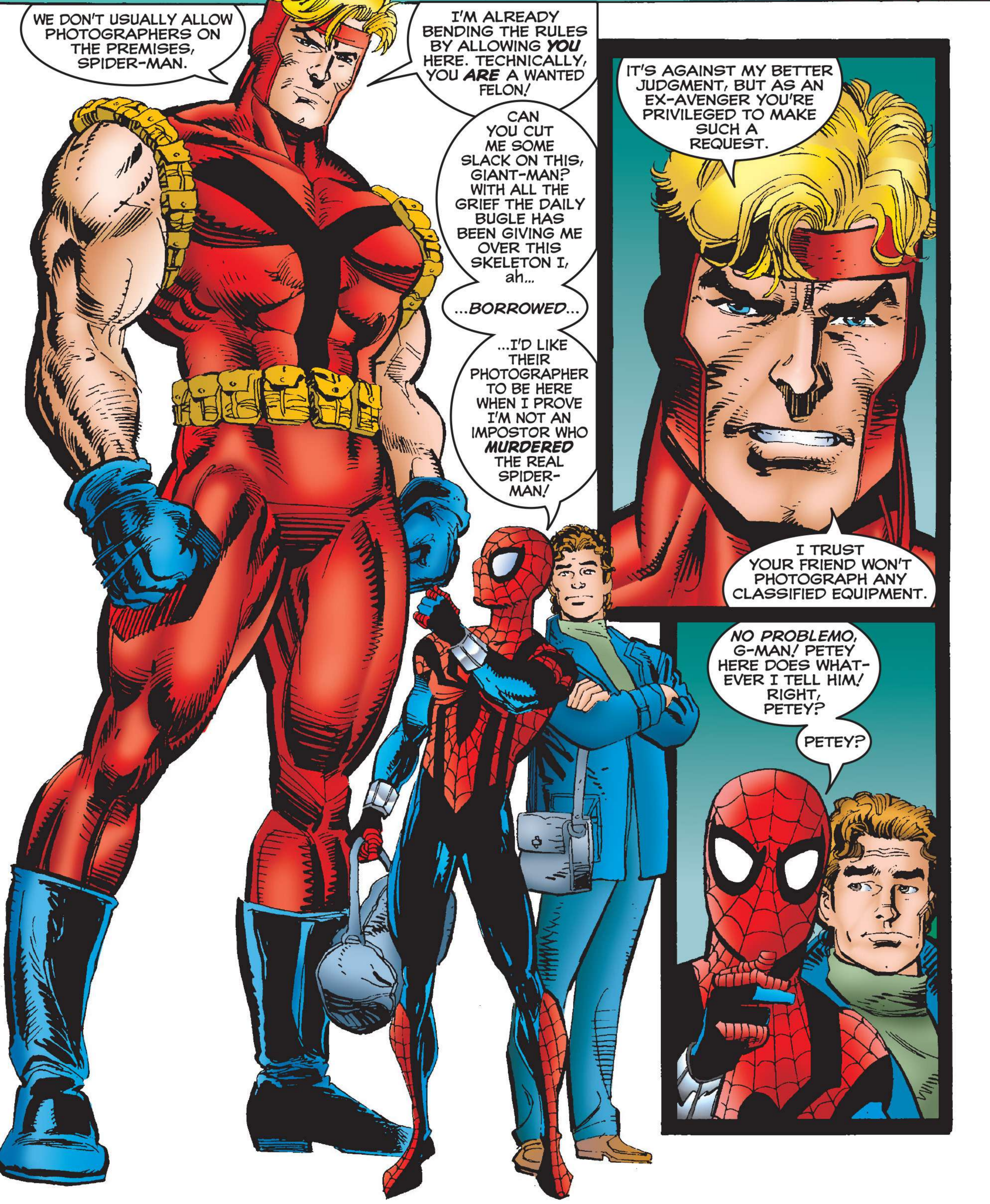
QUIET DOWN. I'M CALLING JARVIS TO LET HIM KNOW WE'RE ON THE WAY!



YEAH, I READ THE AVENGERS' MANSION GOT TRASHED, SO THEY'VE MOVED THEIR H.Q. OUT OF THE CITY TO JANET VAN DYNE'S PLACE!

WITH A HANGOUT LIKE THIS, I MIGHT JUST NEED TO ENLIST!

SEE AVENGERS:TIMESLIDE FOR DETAILS. - Bob



WE DON'T USUALLY ALLOW PHOTOGRAPHERS ON THE PREMISES, SPIDER-MAN.

I'M ALREADY BENDING THE RULES BY ALLOWING YOU HERE. TECHNICALLY, YOU **ARE** A WANTED FELON!

CAN YOU CUT ME SOME SLACK ON THIS, GIANT-MAN? WITH ALL THE GRIEF THE DAILY BUGLE HAS BEEN GIVING ME OVER THIS SKELETON I, ah...

...BORROWED...

...I'D LIKE THEIR PHOTOGRAPHER TO BE HERE WHEN I PROVE I'M NOT AN IMPOSTOR WHO **MURDERED** THE REAL SPIDER-MAN!

IT'S AGAINST MY BETTER JUDGMENT, BUT AS AN EX-AVenger YOU'RE PRIVILEGED TO MAKE SUCH A REQUEST.

I TRUST YOUR FRIEND WON'T PHOTOGRAPH ANY CLASSIFIED EQUIPMENT.

NO PROBLEMO, G-MAN! PETEY HERE DOES WHAT-EVER I TELL HIM! RIGHT, PETEY?

PETEY?

FORTUNATELY,
THE LAB FACILITIES
HERE ARE STATE-OF-
THE-ART, SURPASSING
ANYTHING I'VE HAD
BEFORE.

NOW,
CAN YOU TELL
ME EXACTLY
WHAT WE'RE
LOOKING
FOR?

I WANT
YOU TO EXAMINE
THE SKELETON'S GENETIC
STRUCTURE AND COMPARE
IT TO THE BLOOD
SAMPLE I GAVE
YOU.

YOUR
SAMPLE?

THAT
WOULD BE
A GOOD
GUESS.

Hmm...

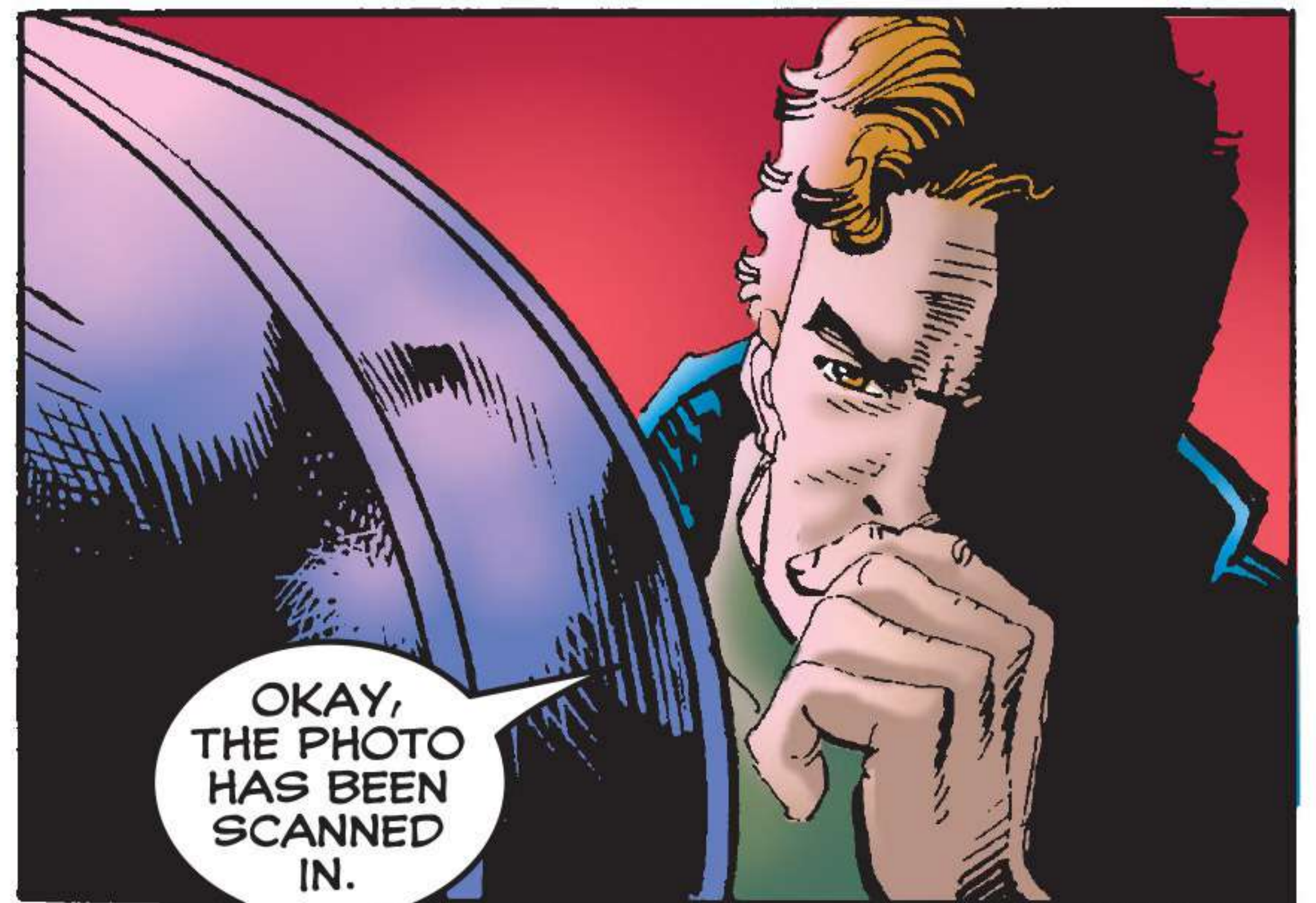
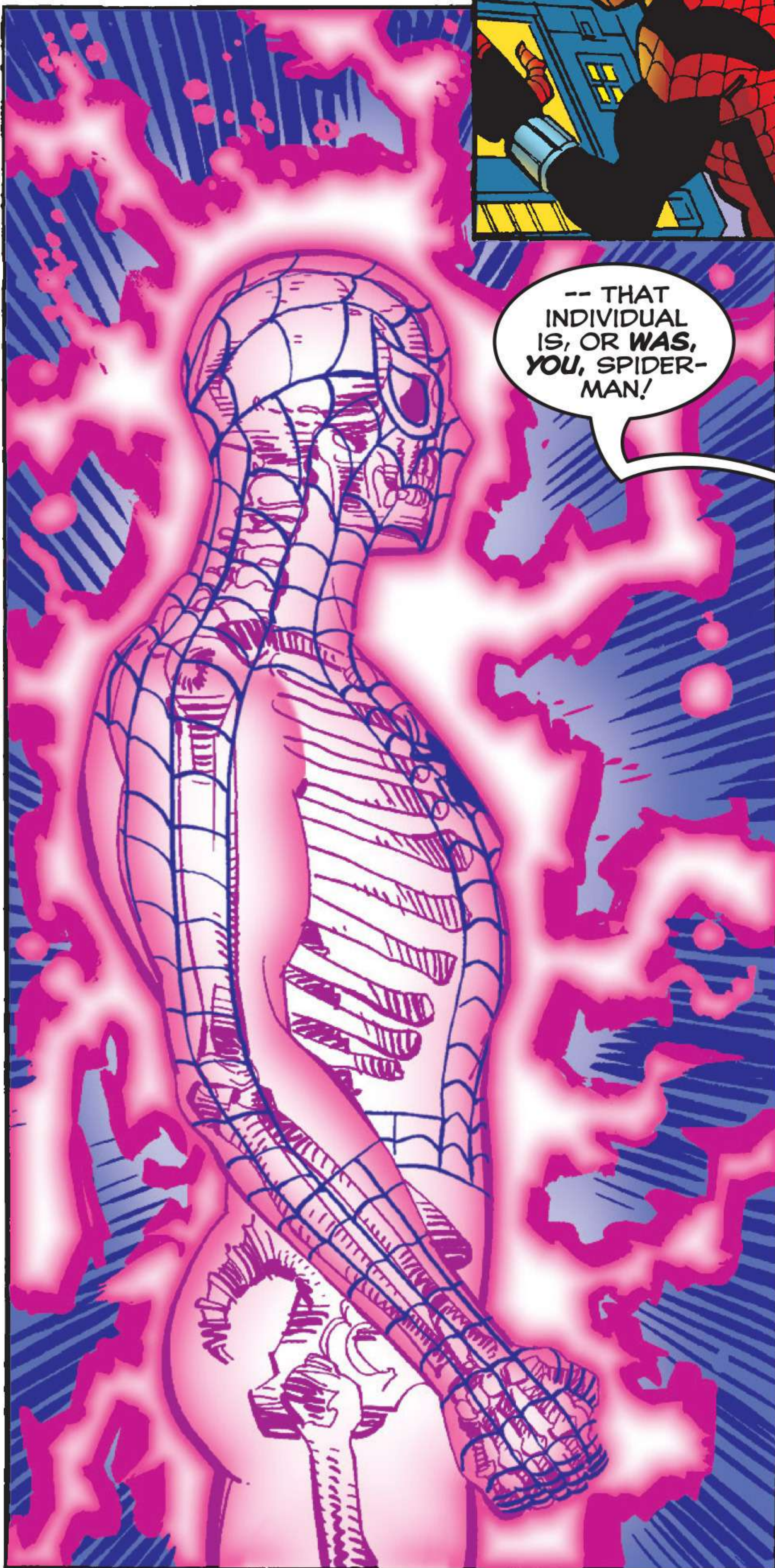
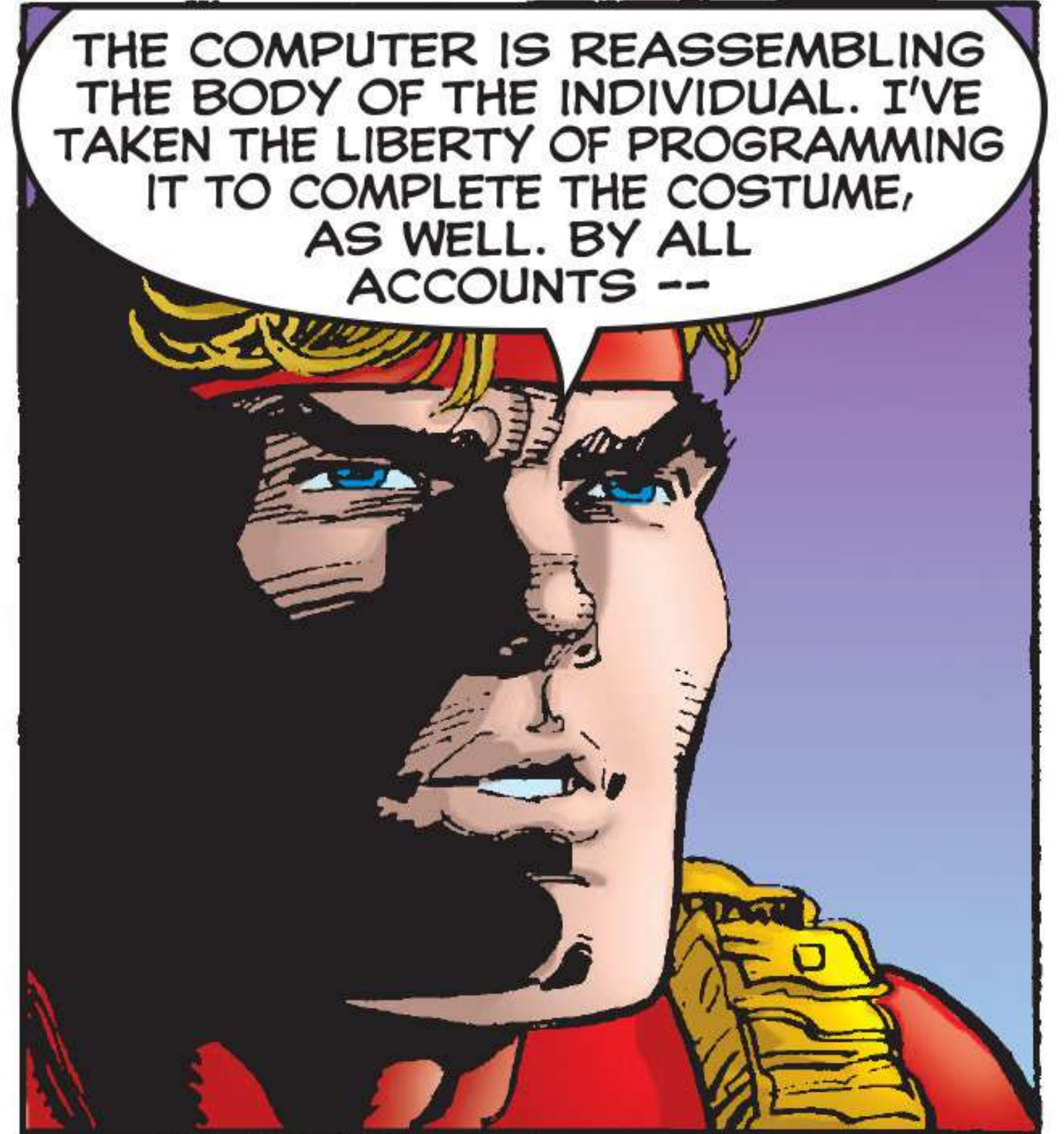
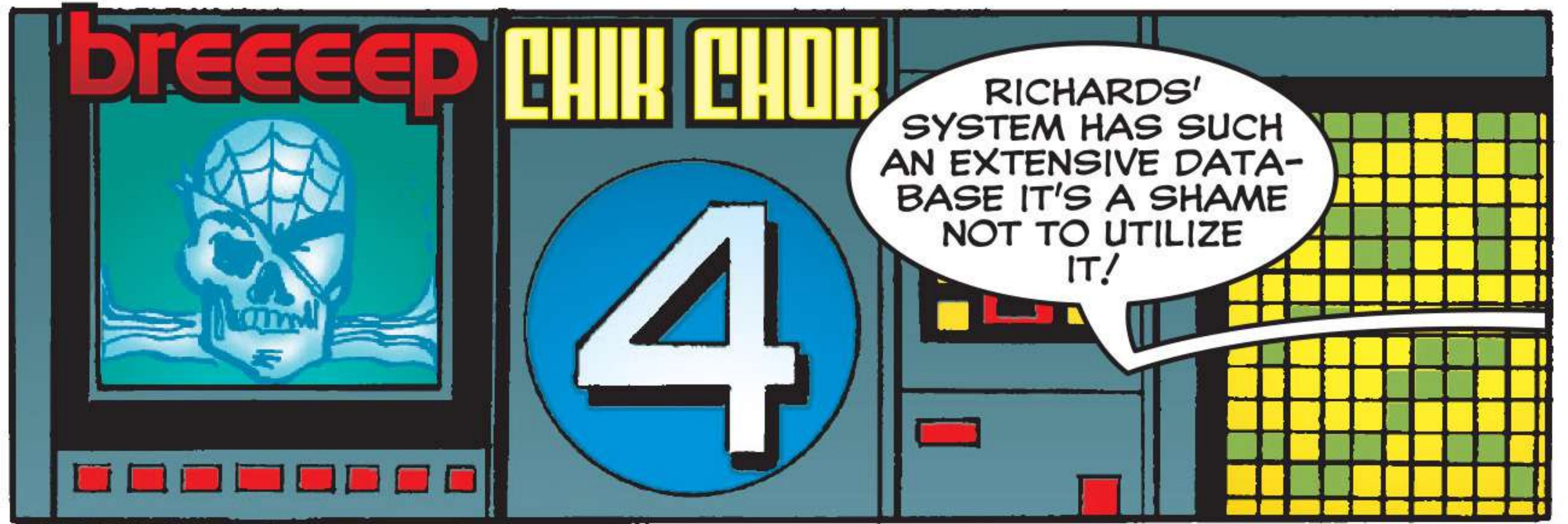
I'LL
RUN THE
COMPLETE
GAMUT OF
TESTS.

WE
SHOULD BE
ABLE TO DETERMINE
HOW LONG YOUR
FRIEND HAS BEEN
DEAD, AS
WELL.

HEY,
GIANT MAN!
IS THIS A PHOTO-
ENHANCER OVER
HERE?

WELL,
IT SURE LOOKS
LIKE ONE. AND SINCE
NOBODY'S USING IT, I
MIGHT AS WELL LOAD
IN THAT PHOTO OF
JESSICA AND HER
FATHER.

MUMBLE
MUMBLE





IT'S WORKING! BECOMING CLEARER! IF I CAN LIGHTEN IT A BIT MORE...

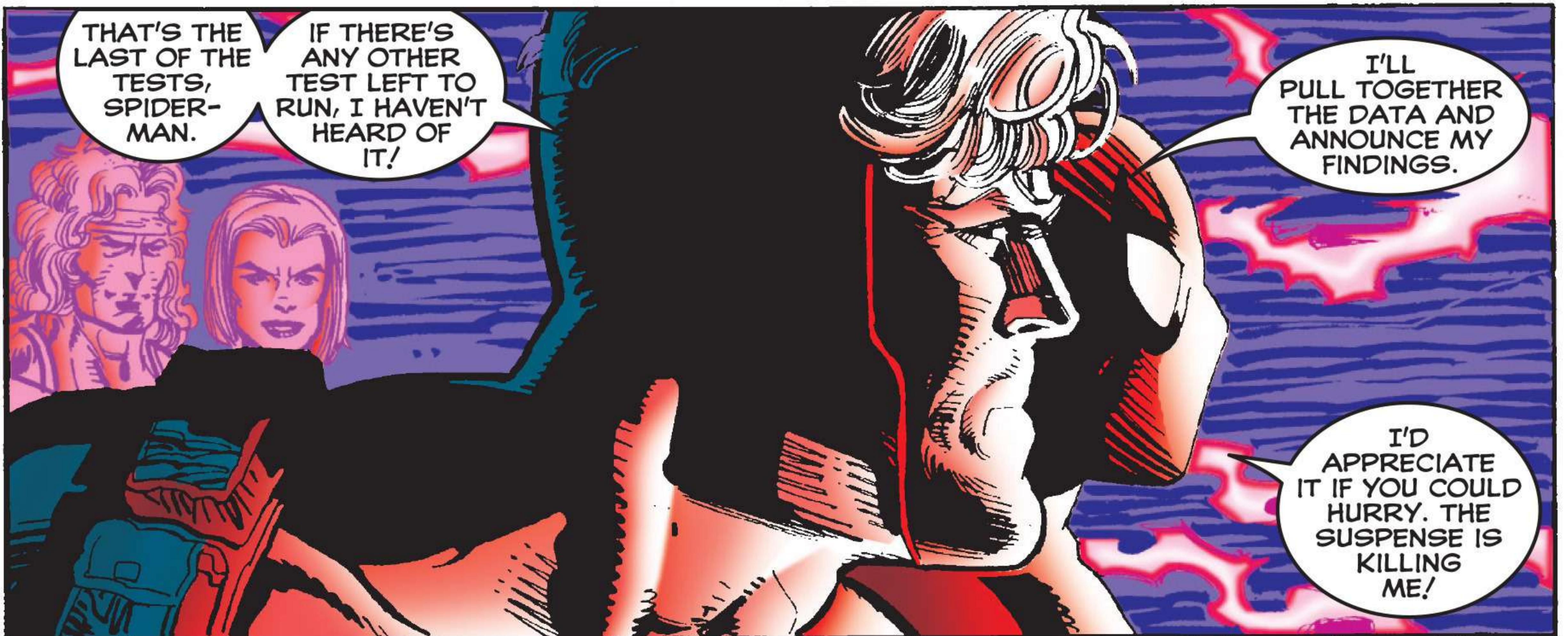


THAT'S BETTER! BEN WAS **RIGHT!** SOMETHING ABOUT HIM **DOES** SEEM DISTURBINGLY FAMILIAR!



MY GOD, I NEVER **KNEW!**

NEVER **SUSPECTED** -- IT WAS **HIM!**



THAT'S THE LAST OF THE TESTS, SPIDER-MAN.

IF THERE'S ANY OTHER TEST LEFT TO RUN, I HAVEN'T HEARD OF IT!

I'LL PULL TOGETHER THE DATA AND ANNOUNCE MY FINDINGS.

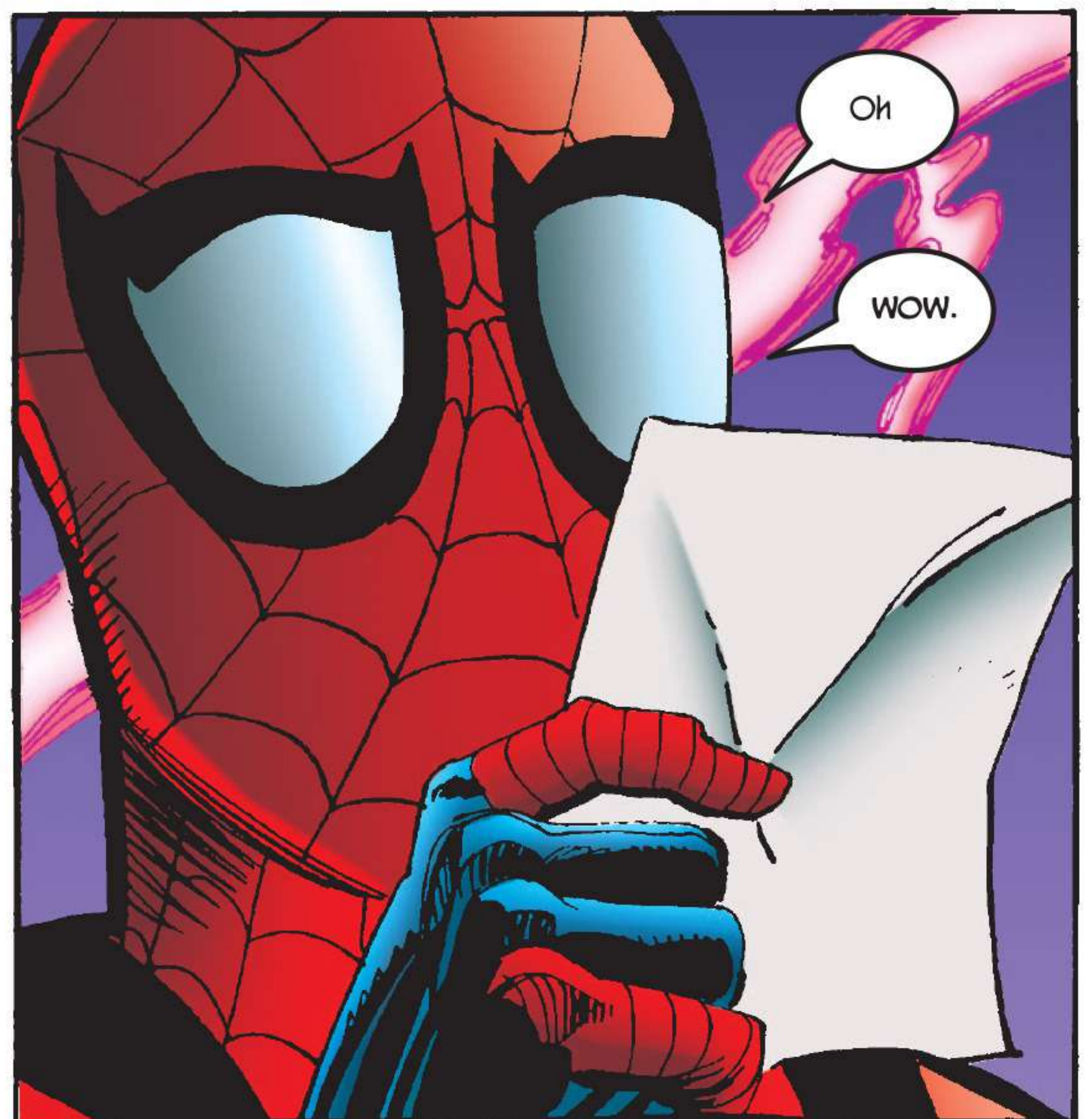
I'D APPRECIATE IT IF YOU COULD HURRY. THE SUSPENSE IS KILLING ME!



BEN, TAKE A LOOK AT THIS! I DID SOME WORK ON THE PHOTO YOU GAVE ME!

YOU WON'T BELIEVE WHO JESSICA'S FATHER IS!

LET ME SEE!



Oh

WOW.

A comic book panel featuring Spider-Man, Iron Man, and several other characters. Spider-Man is in the foreground, looking up at a portrait of a man. Iron Man is on the right, looking down. Other characters are visible in the background, including one with a yellow headband and another with a blue mask. The scene is set in a room with a portrait of a man on the wall.

JESSICA'S FATHER! HE'S THE BURGLAR WHO KILLED MY **UNCLE BEN!**

I'VE CHECKED THE TEST RESULTS FROM EVERY ANGLE POSSIBLE AND THERE CAN BE NO DOUBTING MY CONCLUSION.

FIRST, THE EASY PART. DATE TESTING INDICATES THE SKELETON'S BEEN IN THAT SMOKESTACK FOR **FIVE YEARS!**

BUT HERE'S THE KICKER -- COMPARING IT TO THE SAMPLE YOU GAVE ME, THE SKELETON'S **DNA** SHOWS EVIDENCE OF **GENETIC DRIFT**. IN SHORT --

-- IT'S A **CLONE OF YOU!**

NOT **ANOTHER ONE...**

ANSWERS!

WELL, SOME OF THEM, ANYWAY, IN **AMAZING SPIDER-MAN #410!** **BE THERE!**





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MARVEL®
SPIDER-MAN
GROUP

THE AMAZING SPIDER-MAN®

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WEBBOP
CARNAGE
PART 2 OF 4

MARK LARRY
ATOMIC
PAINTBRUSH



My life is fraying around me FASTER than a motor-cycle jacket splashed with battery acid!

Though I'm really PETER PARKER, I've been going by the name of BEN REILLY for the past five years.

Meanwhile, thinking he was the REAL me, the man in my arms has been using my NAME and living my LIFE during all this time.

Only recently did he find out he was actually MY CLONE!

Five years ago, Pete and I FOUGHT --

-- and he apparently left me for DEAD in a Brooklyn smokestack!

At least that's what we believed until a few hours ago, when we visited the AVENGERS' temporary base on Long Island --

-- and learned that the SKELETON in the body bag --

-- the one recently found in that very SAME SMOKESTACK --

-- is probably my ORIGINAL CLONE!

STAN LEE
PRESENTS:

THE AMAZING SPIDER-MAN!

WEB OF
CARNAGE
PART 2 OF 4

AND NOW --
**SPIDER-
CARNAGE**

**TOM
DeFALCO**
WRITER

**MARK
BAGLEY**
PENCILER

**LARRY
MAHLSTEDT**
with RANDY
EMBERLIN **INKERS**

BOB SHAREN **MALIBU'S**
COLORIST **HUES**
SEPARATIONS

RICHARD STARKINGS
AND COMICRAFT
LETTERING

BOB BUDIANSKY **BOB**
EDITOR **HARRAS**
ED. IN CHIEF

SEE SENSATIONAL
SPIDER-MAN #3
FOR DETAILS -- Bob!

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If that's true, what does that make PETER?



And, if that skeleton is the one who went chimney-diving, where was I?!

Unfortunately, such questions aren't my ONLY -- or even my most pressing -- PROBLEM!

Someone has taken to **TERRORIZING** the Manhattan streets by **IMPERSONATING CARNAGE** -- one of my deadliest enemies!

And then, I have a predicament of a far more **PERSONAL** nature...

HEEEY! THAT LOOKS LIKE **SPIDER-MAN** --!

FREEZE, YOU SICK GHOUL!



STOP OR I'LL SHOOT!



In order to **TEST** the skeleton --



-- I **LIBERATED** it from the city morgue!

IN SENSATIONAL SPIDER-MAN #2 - Bob!

NOT a maneuver designed to increase my popularity among **NEW YORK'S FINEST!**



W-WATCH THE **WILD ACROBATICS**, PAL!

M-MY STOMACH CAN'T TAKE THOSE **TRIPLE SOMER-SAULTS!**

HITCH-HIKERS SHOULDN'T COMPLAIN, PETE!

IT'S NOT MY FAULT YOU **LOST** YOUR OWN SPIDER-POWERS!



MAYBE NOT...BUT IT WILL BE YOUR FAULT...IF MY LAST MEAL **SPLATTERS** YOUR SPIFFY NEW COSTUME!

POINT TAKEN!

MAYBE YOU SHOULD **WALK** THE LAST FEW BLOCKS TO YOUR HOTEL.



GOOD IDEA!

AND WHEN I GET THERE, I'M CALLING YOUR BUDDY, **SEWARD TRAINER**, AT THE HOSPITAL.

IT HAPPENED IN SPIDER-MAN: THE FINAL ADVENTURE #4 - Bob!

SO SOON? HE JUST CAME OUT OF HIS COMA.

BETWEEN THE **AVENGERS'** RESULTS ON THE SKELETON, AND THE TEST WE RAN ON SEWARD'S EQUIPMENT SHOWING I WAS A **CLONE** --



-- MY LIFE'S BECOME ONE **BIG QUESTION MARK!**

AND I WANT SOME **ANSWERS!**

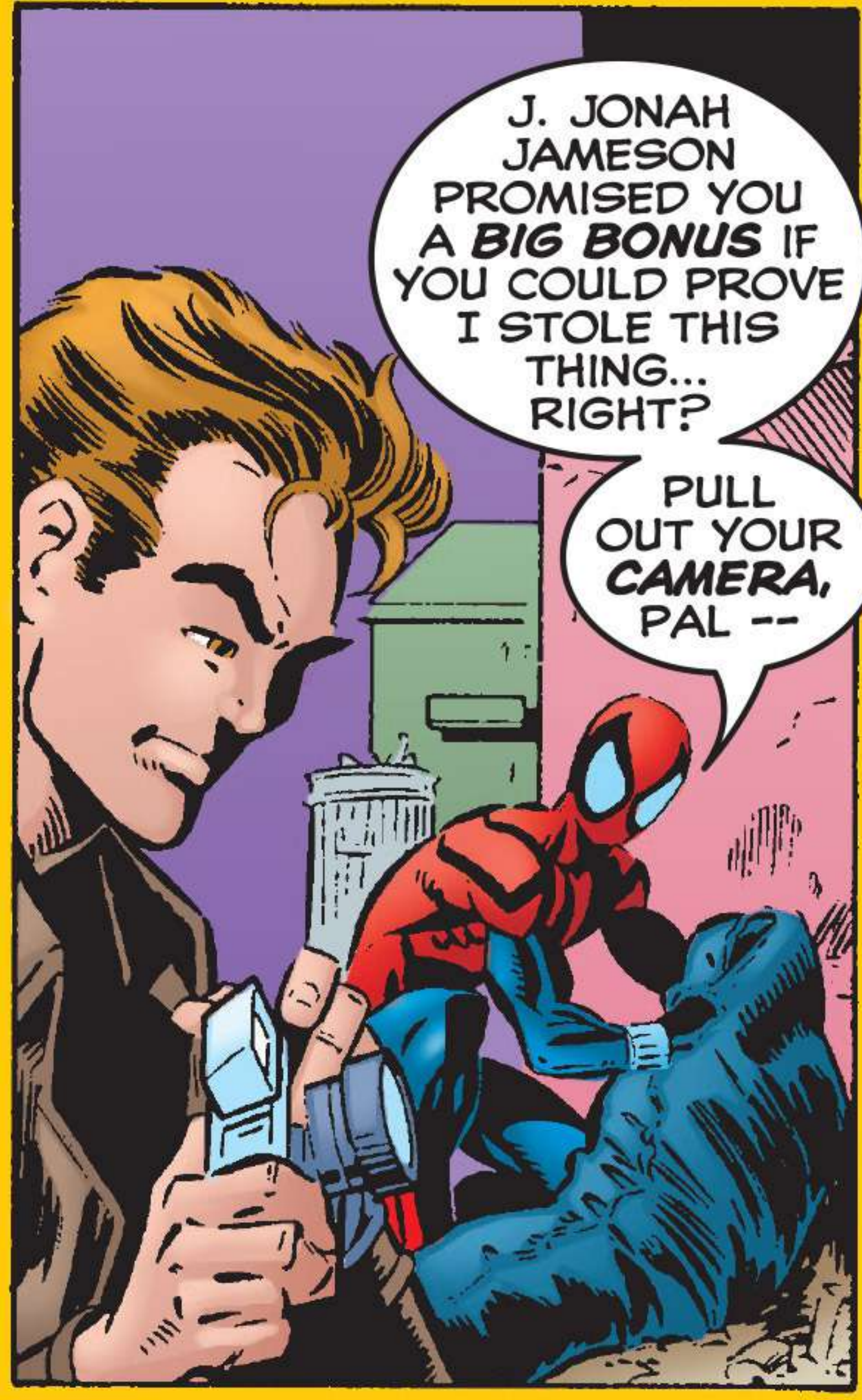


SUIT YOURSELF! MEANWHILE, I THINK NOW THAT WE'RE DONE TESTING IT, I'LL RETURN THIS THING, AND GET THE COPS OFF MY BUTT!

I WOULDN'T BE SO ANXIOUS TO GIVE IT BACK!

THE AUTHORITIES MIGHT HAVE WAYS OF TRACING ITS **DNA** TO YOU OR ME!

YOU REALLY THINK THAT'S POSS -- **HEY!** I JUST GOT A GREAT IDEA!



J. JONAH JAMESON PROMISED YOU A **BIG BONUS** IF YOU COULD PROVE I STOLE THIS THING... RIGHT?

PULL OUT YOUR **CAMERA**, PAL --



-- AND **SNAP** AWAY!



YOU **SURE** YOU WANT TO DO THIS?!

WHY NOT? I'M TAKING IT BACK, ANYWAY.

CONSIDER THIS A **BABY SHOWER GIFT!**



I'LL SEE YOU LATER, BUD!

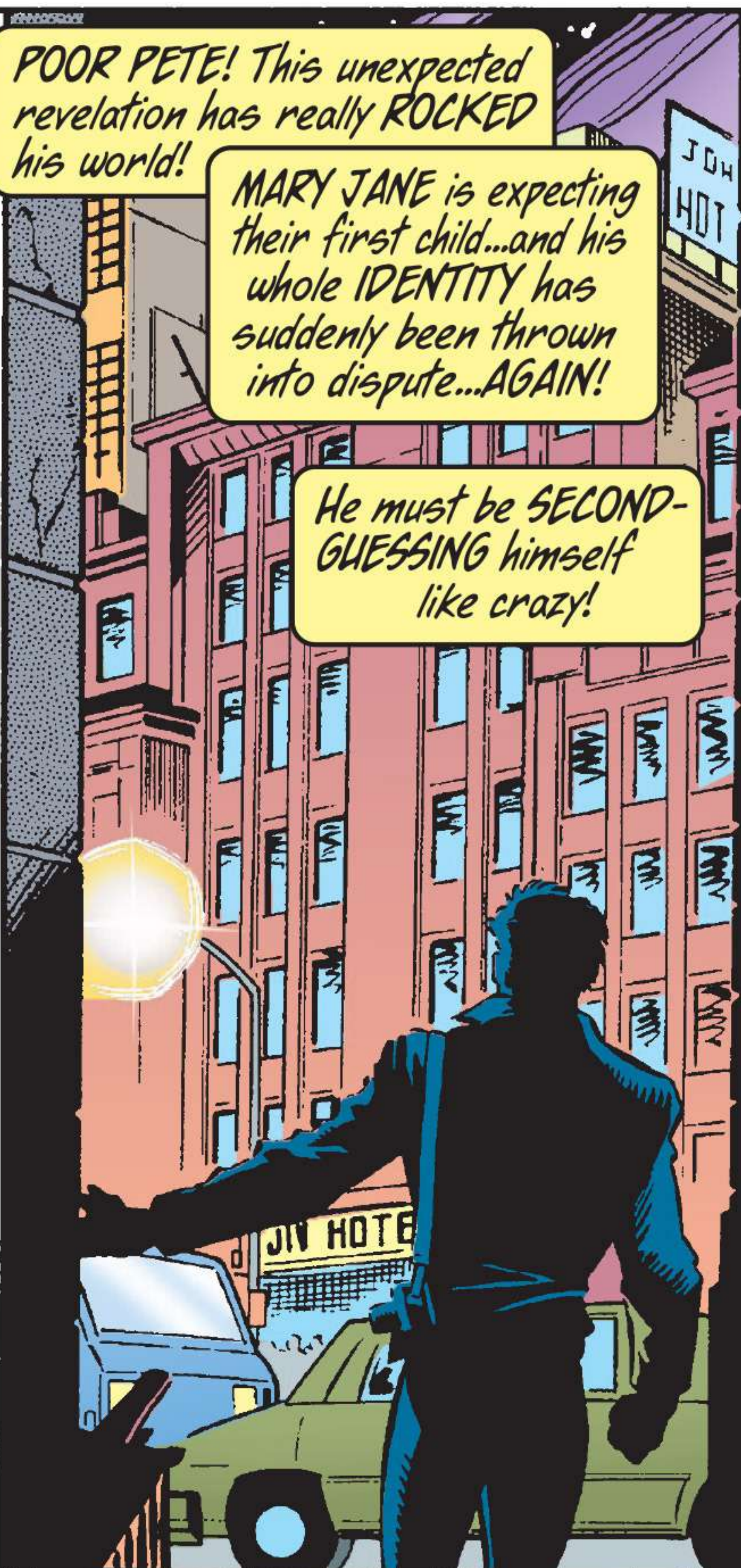
YEAH...

...SURE!

POOR PETE! This unexpected revelation has really **ROCKED** his world!

MARY JANE is expecting their first child...and his whole **IDENTITY** has suddenly been thrown into dispute...**AGAIN!**

He must be **SECOND-GUESSING** himself like crazy!

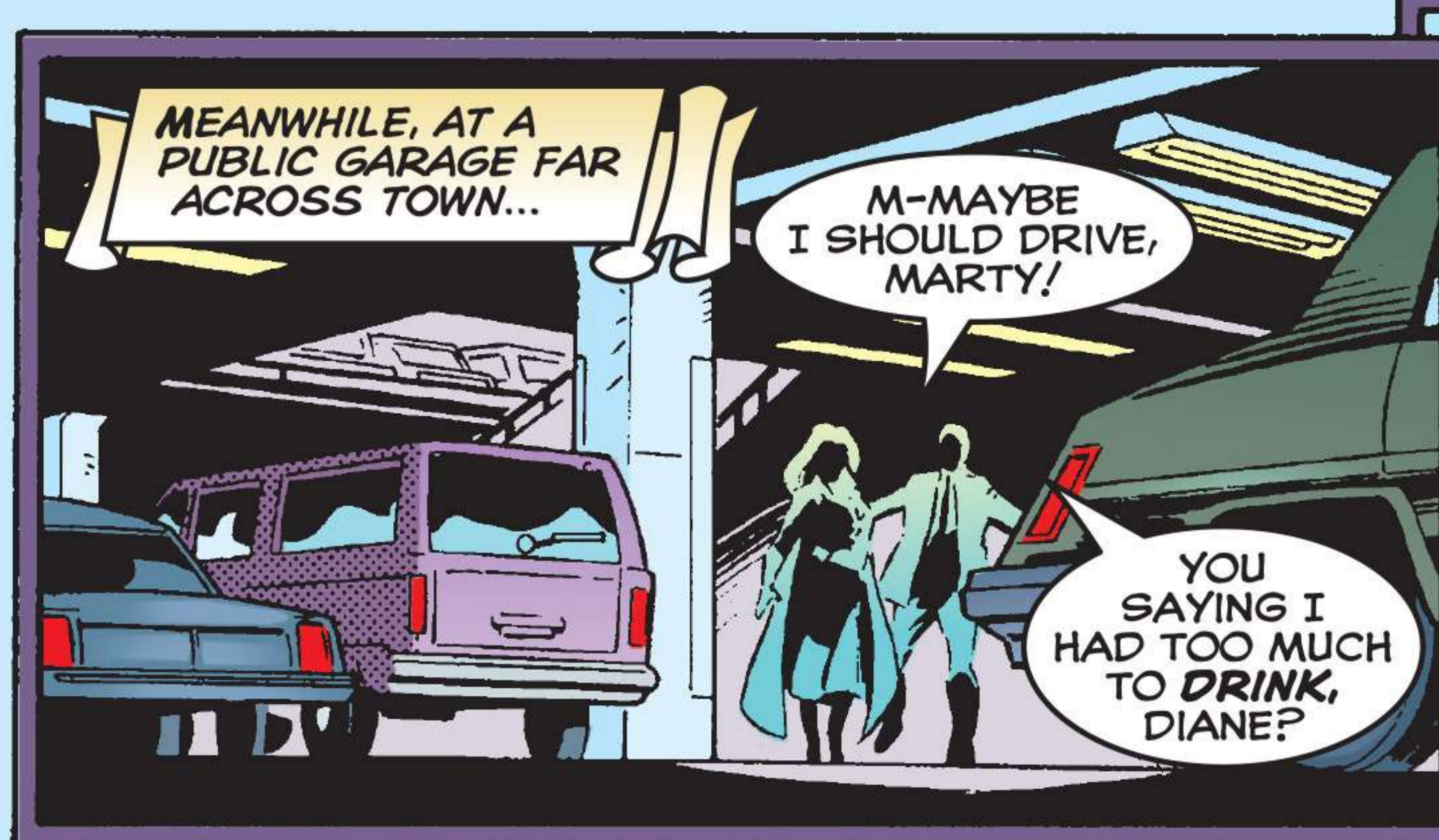


All that he knows about himself could be a **LIE!**

How can he possibly trust **ANYTHING** --

-- or **ANYONE?!**

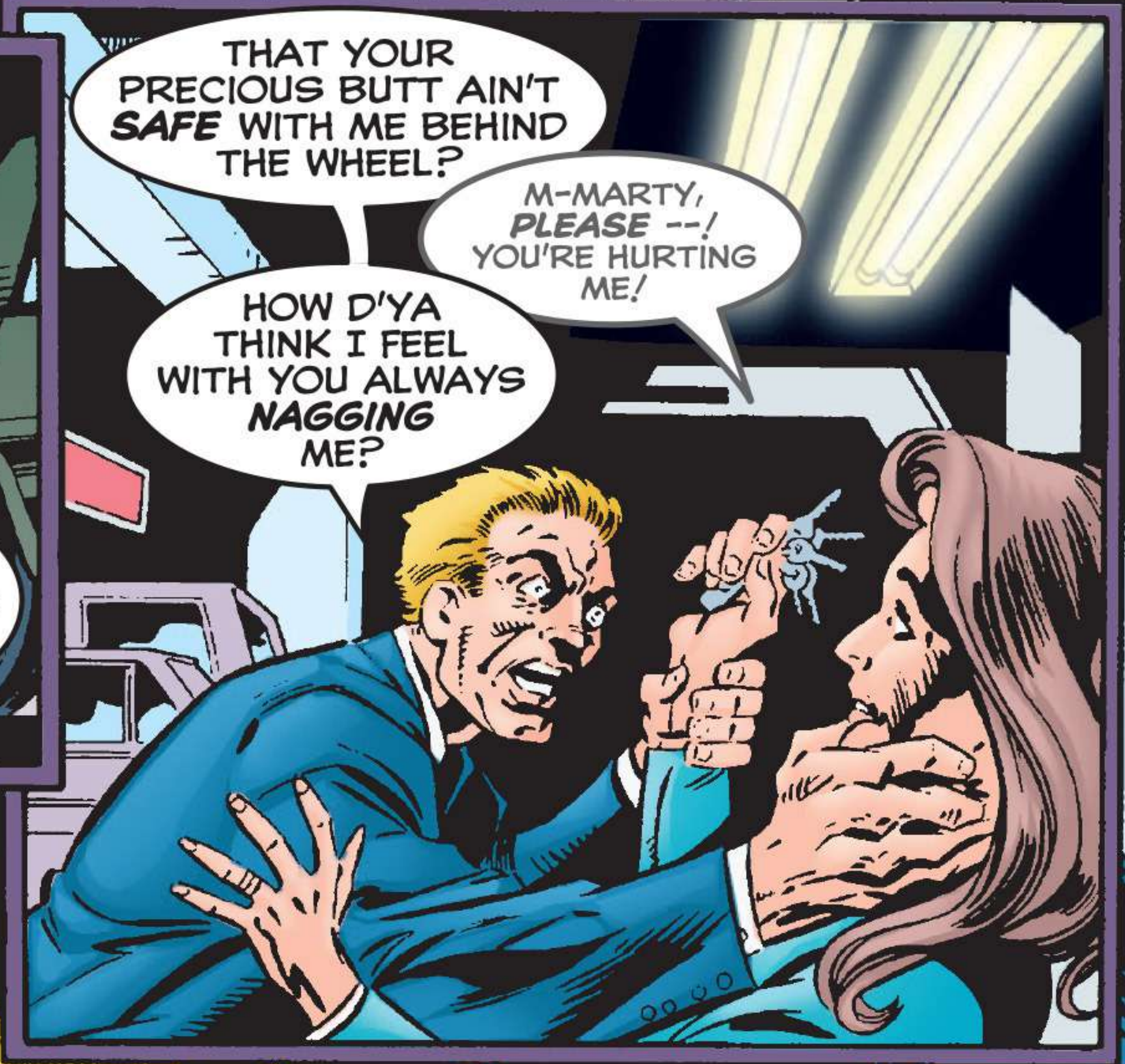




MEANWHILE, AT A PUBLIC GARAGE FAR ACROSS TOWN...

M-MAYBE I SHOULD DRIVE, MARTY!

YOU SAYING I HAD TOO MUCH TO **DRINK**, DIANE?



THAT YOUR PRECIOUS BUTT AIN'T **SAFE** WITH ME BEHIND THE WHEEL?

M-MARTY, PLEASE --! YOU'RE HURTING ME!

HOW D'YA THINK I FEEL WITH YOU ALWAYS **NAGGING** ME?



THAT'S QUITE **ENOUGH**, MY FRIEND!



A REAL MAN **NEVER** RAISES A HAND TO A WOMAN!



BESIDES, SHE'S **RIGHT**...



DRINKING AND DRIVING ARE A VERY **LETHAL** COMBINATION!

AS POTENTIALLY **HAZARDOUS** AS...



...LITTLE...

...OLD...

...ME.



AT THE TOP OF THE MORNING NEWS IS LAST NIGHT'S ASSAULT ON ACCOUNTANT MARTIN SKOLBURG --



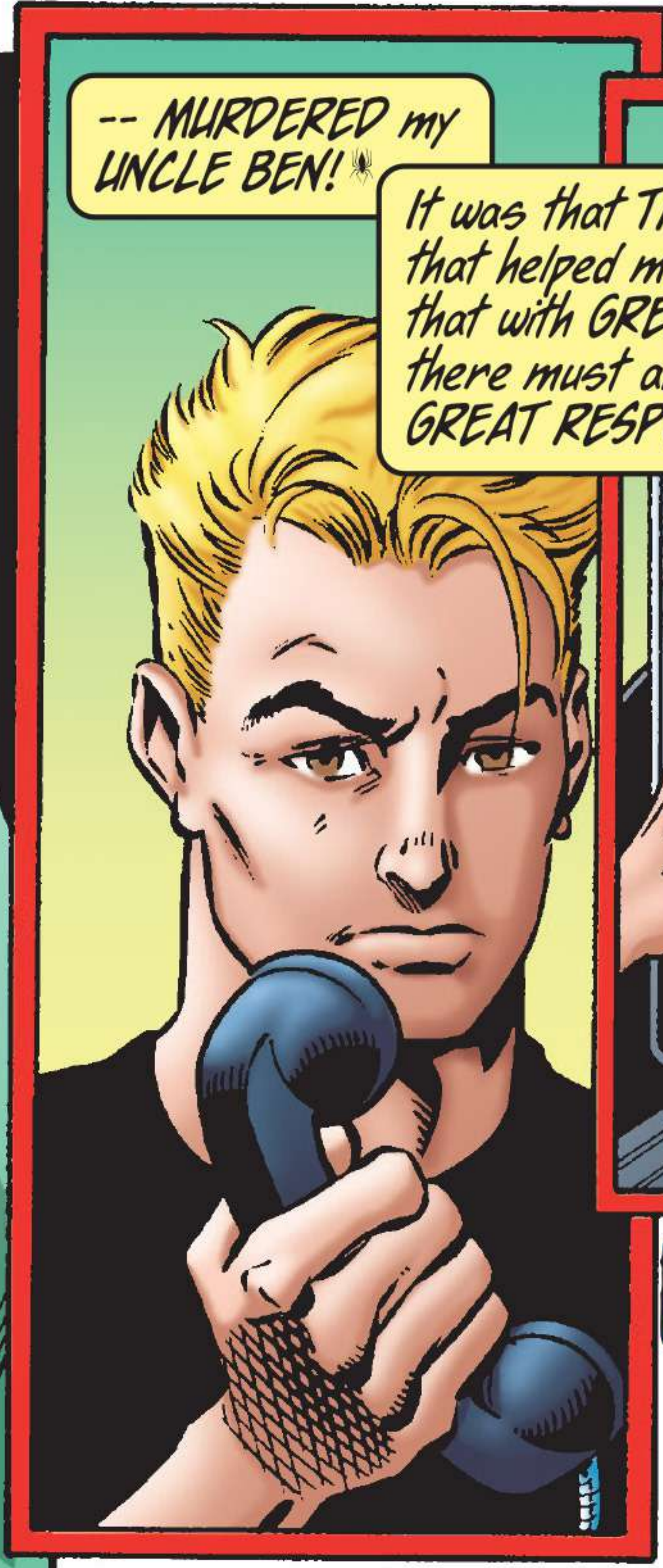
-- BY THE ALLEGED CARNAGE COPY-CAT!

Where is she?

Why doesn't JESSICA answer her phone?

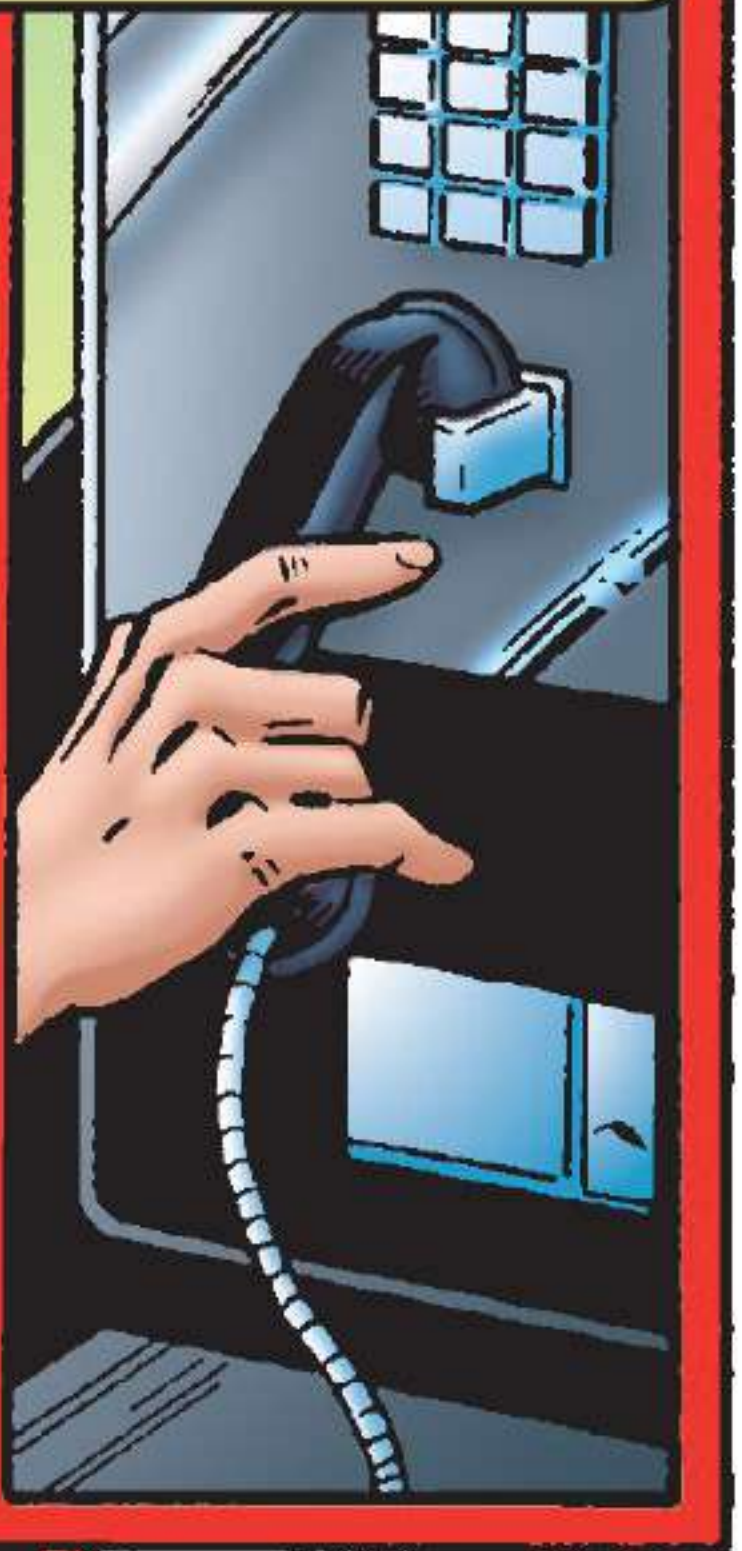
We need to talk...

I recently learned that she is the daughter of the burglar who, soon after I first became SPIDER-MAN --



-- MURDERED my UNCLE BEN!

It was that TRAGEDY that helped me realize that with GREAT POWER, there must also come GREAT RESPONSIBILITY.



IN SENSATIONAL #3. - Bob

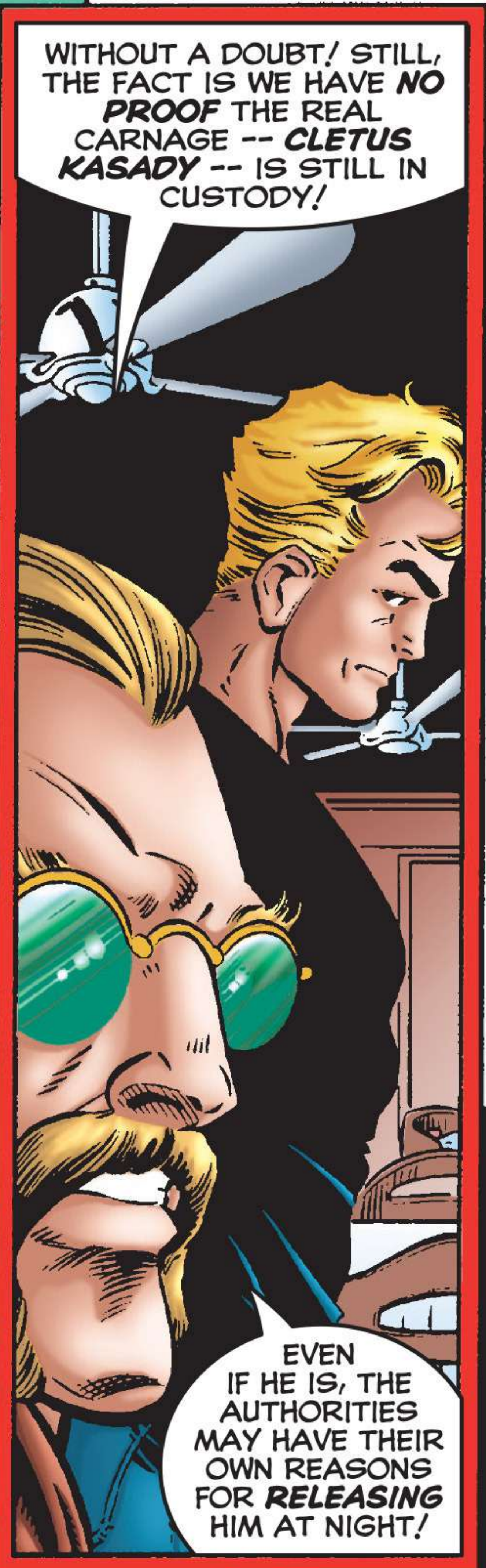


Too bad Jess's father never got the message! He died while battling PETER, who was the neighborhood WEB-SWINGER at the time!

IT'S SOME KIND OF COVER-UP, SHIRLEY! THERE'S NO CARNAGE COPYCAT!

YOU'VE SEEN TOO MANY EPISODES OF THE X-FILES, BUZZ!

THE NOW-CLASSIC AMAZING SPIDER-MAN #200. - Bob



WITHOUT A DOUBT! STILL, THE FACT IS WE HAVE NO PROOF THE REAL CARNAGE -- CLETUS KASADY -- IS STILL IN CUSTODY!

EVEN IF HE IS, THE AUTHORITIES MAY HAVE THEIR OWN REASONS FOR **RELEASING** HIM AT NIGHT!



Buzz's theory isn't as WACK as it sounds!

Kasady is presently incarcerated in RAVENCROFT, a maximum security institution devoted to the study of the criminally insane!

If he's somehow discovered a way to secretly LEAVE and RETURN at will --

--it's the perfect HIDEOUT for him!



RAVENCROFT INSTITUTE...

KASADY HASN'T LEFT HIS CELL, DETECTIVE TREVANE.



CAN YOU **PROVE** IT, COLONEL JAMESON?

ALL OF OUR INMATES ARE **MONITORED** AND **VIDEOTAPED** TWENTY-FOUR HOURS A DAY BY STATE-OF-THE-ART EQUIPMENT.

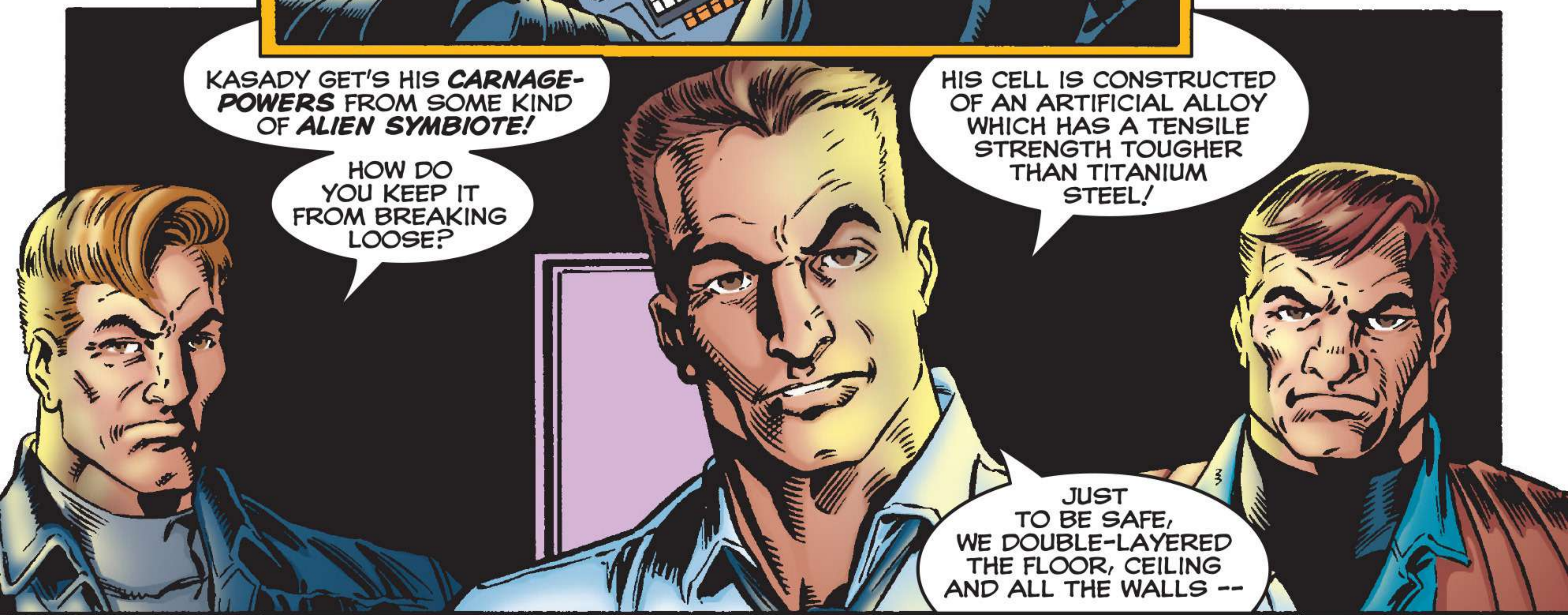
PLUS: WE ALWAYS HAVE A TWO-MAN TEAM -- LIKE ME AND DICKERSON HERE -- WATCHING THE STORE!

CAN YOU GET ME DUPES OF KASADY'S TAPES FOR THE LAST TWO WEEKS?

NO PROBLEM...



"BUT I HOPE YOU DON'T BORE EASY. **ENTERTAINING**, THEY'RE NOT!"



KASADY GET'S HIS **CARNAGE-POWERS** FROM SOME KIND OF **ALIEN SYMBIOTE**!

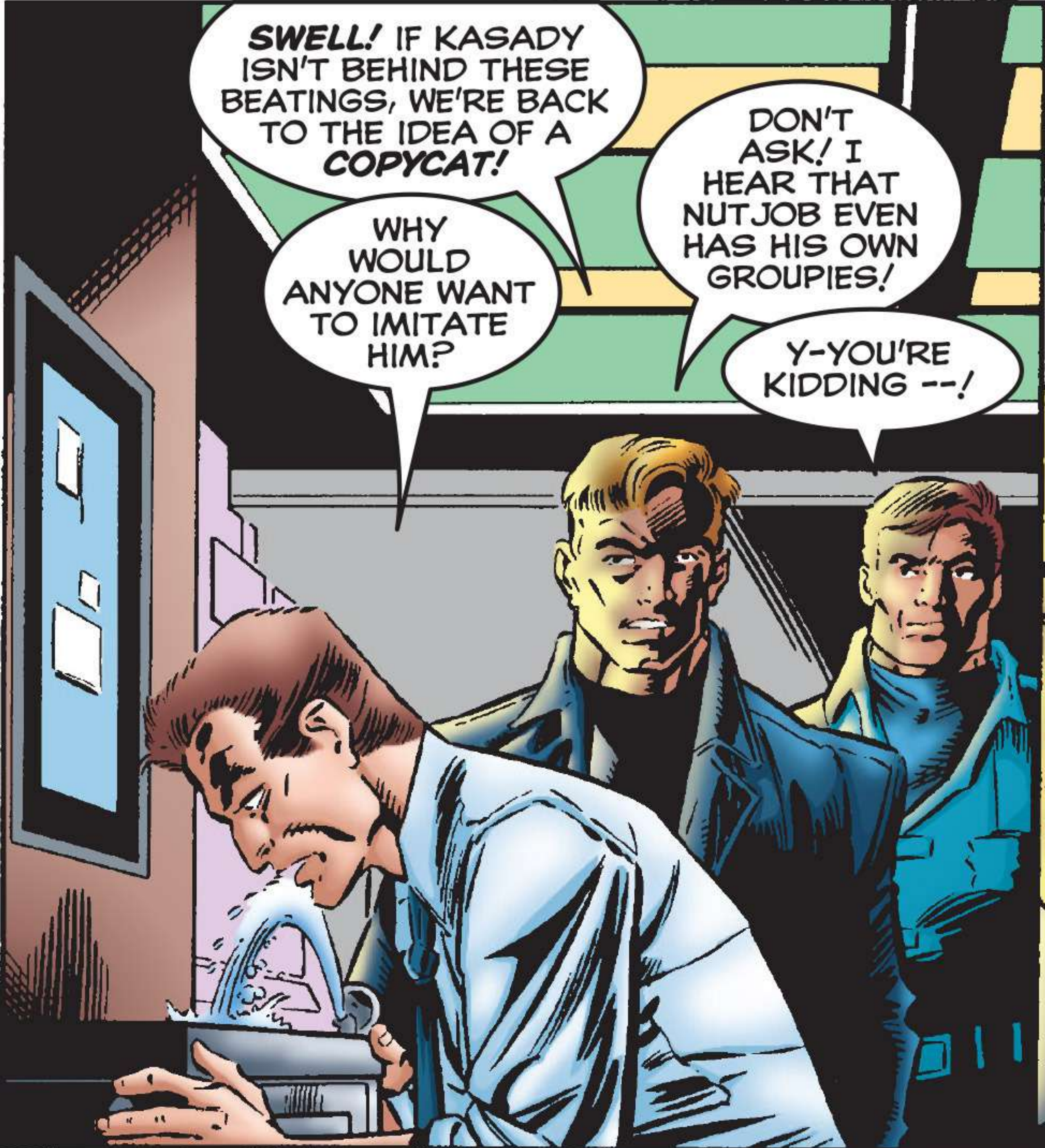
HOW DO YOU KEEP IT FROM BREAKING LOOSE?

HIS CELL IS CONSTRUCTED OF AN ARTIFICIAL ALLOY WHICH HAS A TENSILE STRENGTH TOUGHER THAN TITANIUM STEEL!

JUST TO BE SAFE, WE DOUBLE-LAYERED THE FLOOR, CEILING AND ALL THE WALLS --



--AND WE PUMP A LETHAL DOSE OF **MICROWAVES** BETWEEN THE LAYERS -- JUST ENOUGH TO KEEP THE SYMBIOTE FROM ATTEMPTING TO ESCAPE!



SWELL! IF KASADY ISN'T BEHIND THESE BEATINGS, WE'RE BACK TO THE IDEA OF A **COPYCAT**!

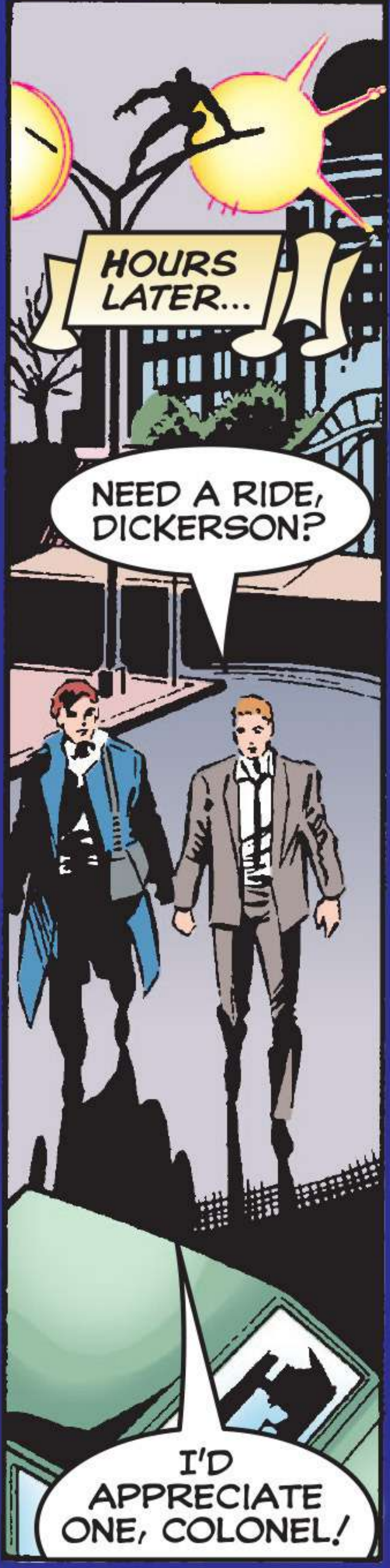
WHY WOULD ANYONE WANT TO IMITATE HIM?

DON'T ASK! I HEAR THAT NUTJOB EVEN HAS HIS OWN GROUPIES!

Y-YOU'RE KIDDING --!



NO LIE! YOU'D BE SURPRISED HOW **LOW** SOME PEOPLE CAN SINK!



HOURS
LATER...

NEED A RIDE,
DICKERSON?

I'D
APPRECIATE
ONE, COLONEL!

Funny how some people still
refer to JOHN JAMESON
by his old military rank.

To some, he's
a famous
ex-astronaut!

To me, he's just a
guy I've SAVED on
occasion --

-- and the son of my
single greatest source
of aggravation, jolly J.
JONAH JAMESON!

My SPIDER-SENSE
has suddenly
started tingling --!

I came to
Ravencroft
to test Buzz's
theory --



-- if Carnage
IS slipping out
at night...

...I'll soon
learn HOW!



I trail Beavis and
Butt-Head back to
Manhattan, and then...

THANKS
FOR THE LIFT,
COLONEL!

CATCH
YOU TOMORROW
FOR ANOTHER
FOUR-TO-
TWELVE!

I'm not close enough to
get a reliable spider-buzz
when they split up...

From past
conversations,
I know Pete
has grown
quite CLOSE
to the junior
Jameson in
the last few
years. He
TRUSTS him.

So I stick with
the OTHER guy!

He leads me on a
merry crosstown
chase --



-- that eventually climaxes
at a building that appears
to be ABANDONED!



However, the
muffled sounds
of MUSIC --

-- and PARTY
CHATTER --

-- quickly DISPEL
that illusion!

Talk about
SICK!

It is a veritable **FANTASYLAND**
devoted to the most **DEPRAVED**
elements of society!

After spending his
working day with the
genuine articles --

-- than I ever
imagined!

I figure this
place for
some kind of
UNDERGROUND
CLUB --

-- but it proves
to be far more
UNDERGROUND --

-- why on earth would a
Ravencroft security guard
come **HERE?!**

DICKERSON, MY MAN!
YOU GOT ANY PRIMO
MERCHANDISE?

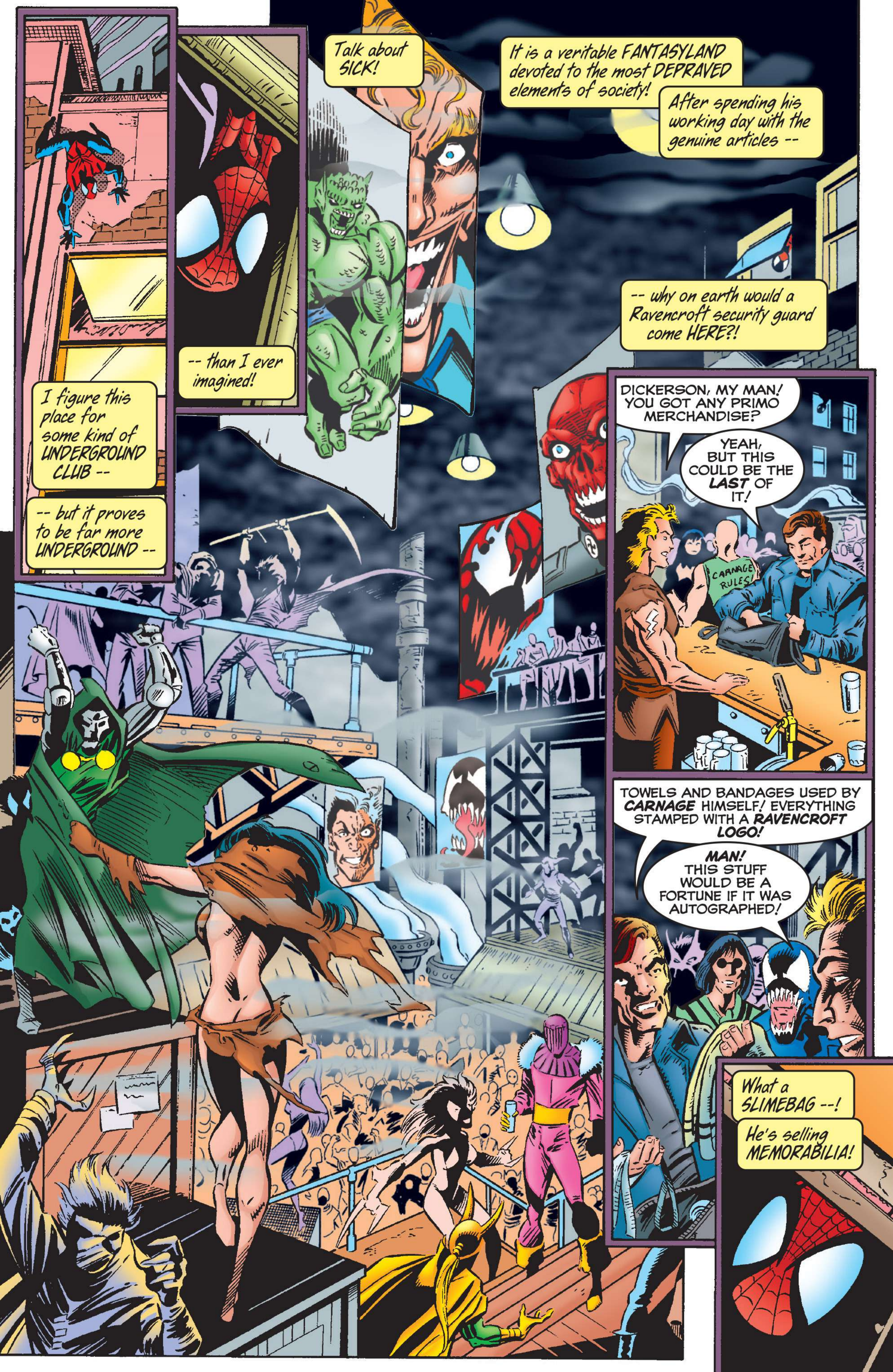
YEAH,
BUT THIS
COULD BE THE
LAST OF
IT!

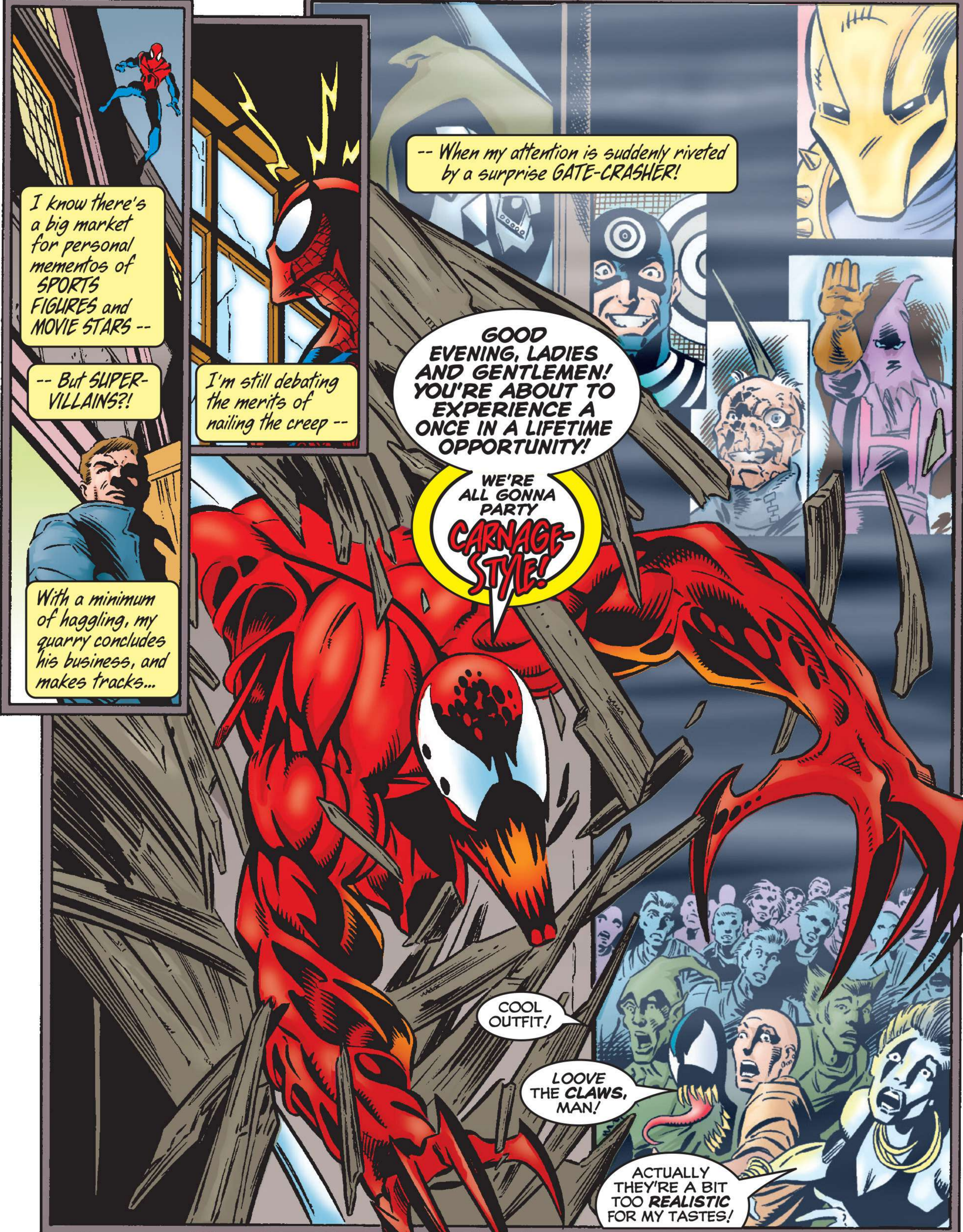
TOWELS AND BANDAGES USED BY
CARNAGE HIMSELF! EVERYTHING
STAMPED WITH A **RAVENCROFT**
LOGO!

MAN!
THIS STUFF
WOULD BE A
FORTUNE IF IT WAS
AUTOGRAPHED!

What a
SLIMEBAG ---!

He's selling
MEMORABILIA!





I know there's a big market for personal mementos of **SPORTS FIGURES** and **MOVIE STARS** --

-- But **SUPER-VILLAINS**?!

With a minimum of haggling, my quarry concludes his business, and makes tracks...

I'm still debating the merits of nailing the creep --

-- When my attention is suddenly riveted by a surprise **GATE-CRASHER**!

GOOD EVENING, LADIES AND GENTLEMEN! YOU'RE ABOUT TO EXPERIENCE A ONCE IN A LIFETIME OPPORTUNITY!

WE'RE ALL GONNA PARTY CARNAGE-STYLE!

COOL OUTFIT!

LOOVE THE CLAWS, MAN!

ACTUALLY THEY'RE A BIT TOO REALISTIC FOR MY TASTES!

Whoever is wearing that fright suit... it's definitely **NOT KASADY!**

But this is no simple **CARNAGE WANNABE!**

He's packing plenty of **RAW POWER!**

More than enough to kick my spider-sense into **OVERDRIVE!**



0000!

LOOKEE
WHO'S HERE --
**SPIDER-
MAN!**

Oh, MAN!
I...I THINK
THIS IS
REAL!

Y-YOU
THINK--?!

HIT
THE EXITS,
GANG!

This joker is **TALLER --
BULKIER --** than Kasady!

He **COULD** be the man
I followed here!

He was only out of my
sight for a minute, but --

AM
I **BORING**
YOU?

YOU
SEEM A MITE
DISTRACTED!

NOOO
PROBLEM,
PALLY!

I'LL
JUST KICK
UP THE
PACE!

SAVE
YOURSELF
THE **EXTRA**
EFFORT!

IT'S YOUR
PERSONALITY --
NOT YOUR **FIGHTING**
TECHNIQUES -- THAT
PUTS ME TO
SLEEP!

GOOD LORD--! Only a genuine
ALIEN SYMBIOTE could do a
stunt like that! So much for
this guy being a **COPYCAT!**

Got to pull out
ALL the stops!

This wackjob could be as
deadly as VENOM or the
real CARNAGE!

SPWOK

For a club devoted to the DARKER
SIDE of the spandex set it sure
cleared out FAST when one of 'em
shows up IN THE FLESH!

Like many other
things in life,
psychos have
more appeal in
THEORY than in
PRACTICE!

KWA
KK
KK

I CONGRATULATE
YOU, LITTLE MAN.
I ALMOST FELT
THAT PUNCH.

YOU
MAY PROVE
AN AMUSING
DIVERSION
AFTER
ALL!

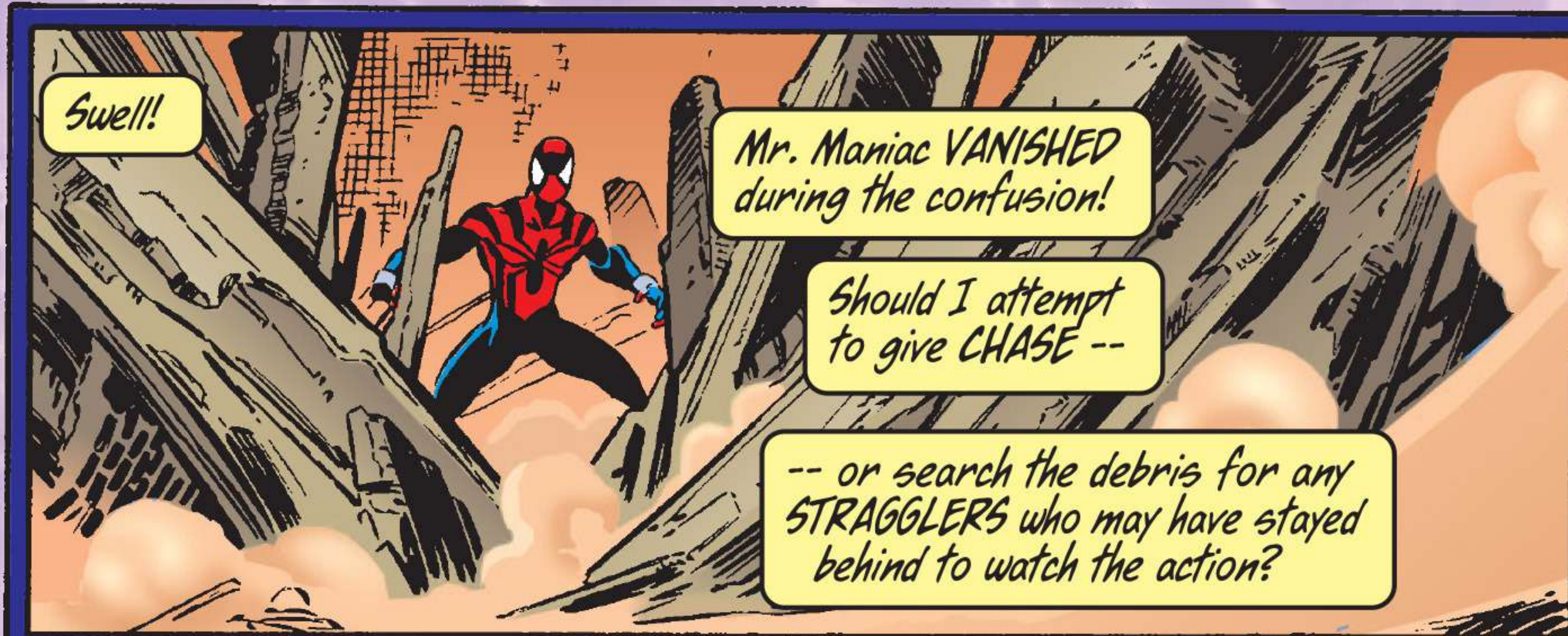
UNFORTUNATELY,
THIS PARTICULAR
EVENING GROWS
LATE --

-- AND
I MUST
RUN!

POW

Oh, NO! He shattered that
support beam, and --

QUA-POOM



Swell!

Mr. Maniac **VANISHED** during the confusion!

Should I attempt to give **CHASE** --

-- or search the debris for any **STRAGGLERS** who may have stayed behind to watch the action?



Uh...
A LITTLE HELP OVER HERE!

That voice! it sounds like --

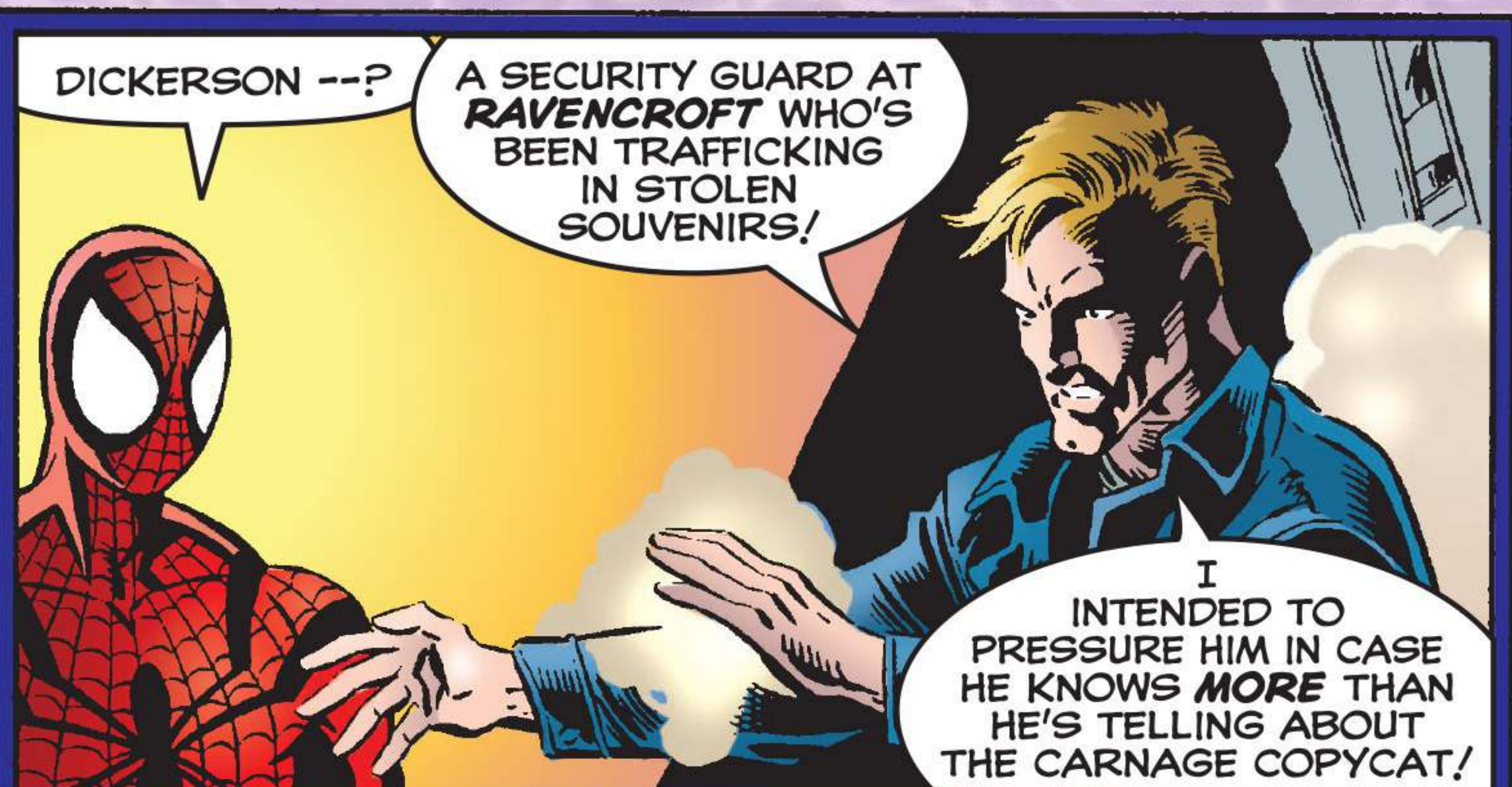


DETECTIVE CONNOR TREVANE!

I WOULD HAVE THOUGHT YOUR TASTES RAN MORE TO CLASSIC ROCK THAN ALTERNATIVE CLUBS!

YUK!
YUK!

JUST SO THERE'S NO MISUNDERSTANDING... I CAME HERE TO TAG **DICKERSON!**



DICKERSON --?

A SECURITY GUARD AT **RAVENCROFT** WHO'S BEEN TRAFFICKING IN STOLEN SOUVENIRS!

I INTENDED TO PRESSURE HIM IN CASE HE KNOWS **MORE** THAN HE'S TELLING ABOUT THE **CARNAGE COPYCAT!**



YOU'D BETTER SCOOT BEFORE MY BACK-UP ARRIVES!

SOME EAGER BEAVER MAY WANT TO QUESTION YOU ABOUT THAT **SKELETON** THAT IS ALLEGEDLY MISSING FROM THE MORGUE!

Uh...
THANKS!

IT'S THE **LEAST** I CAN DO...

I STILL OWE YOU... THAT'S IF YOU'RE THE SAME SPIDER-MAN WHO SAVED MY SON A FEW MONTHS BACK!

THE COSTUME MAY BE NEW, BUT I'M STILL THE **ORIGINAL WALL-CRAWLER!**

Okay, so maybe I'm fudging the truth. Considering the circumstances, I doubt PETE will mind if I claim his save!



BARELY
TWENTY
MINUTES
LATER...



OPEN UP,
DICKERSON!
THIS IS THE
POLICE!



W-WHAT'S
THE BIG IDEA,
TREVANE?

YOU'RE
UNDER **ARREST**,
MY FRIEND!

I-IT'S THAT
STINKING **CLUB**,
RIGHT?

DON'T
SAY A **WORD**,
DICKERSON! NOT
UNTIL AFTER WE'VE
READ YOU YOUR
RIGHTS!

YOU
MAY WANT
A **LAWYER**
PRESENT!



G-GIMME A **BREAK**,
TREVANE! ALL I EVER
WANTED TO BE WAS
A **REAL COP** LIKE
YOU, BUT THE **BEST**
I COULD DO WAS
A SECURITY
GIG!

P-PLEASE
DON'T FLUSH
ME! I'M WILLING
TO DEAL--!



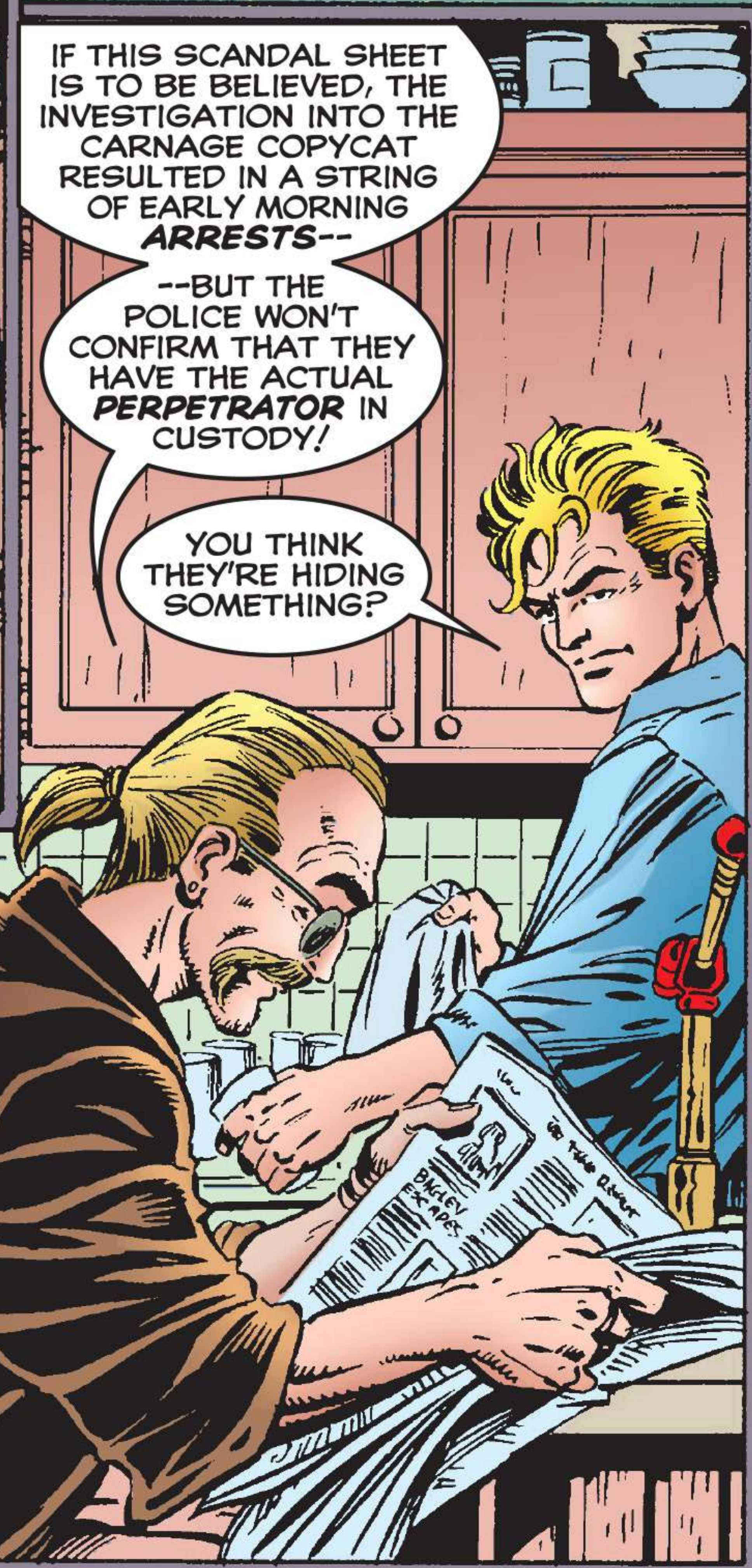
AND SO, A
FEW HOURS
LATER...



IF THIS SCANDAL SHEET
IS TO BE BELIEVED, THE
INVESTIGATION INTO THE
CARNAGE COPYCAT
RESULTED IN A STRING
OF EARLY MORNING
ARRESTS--

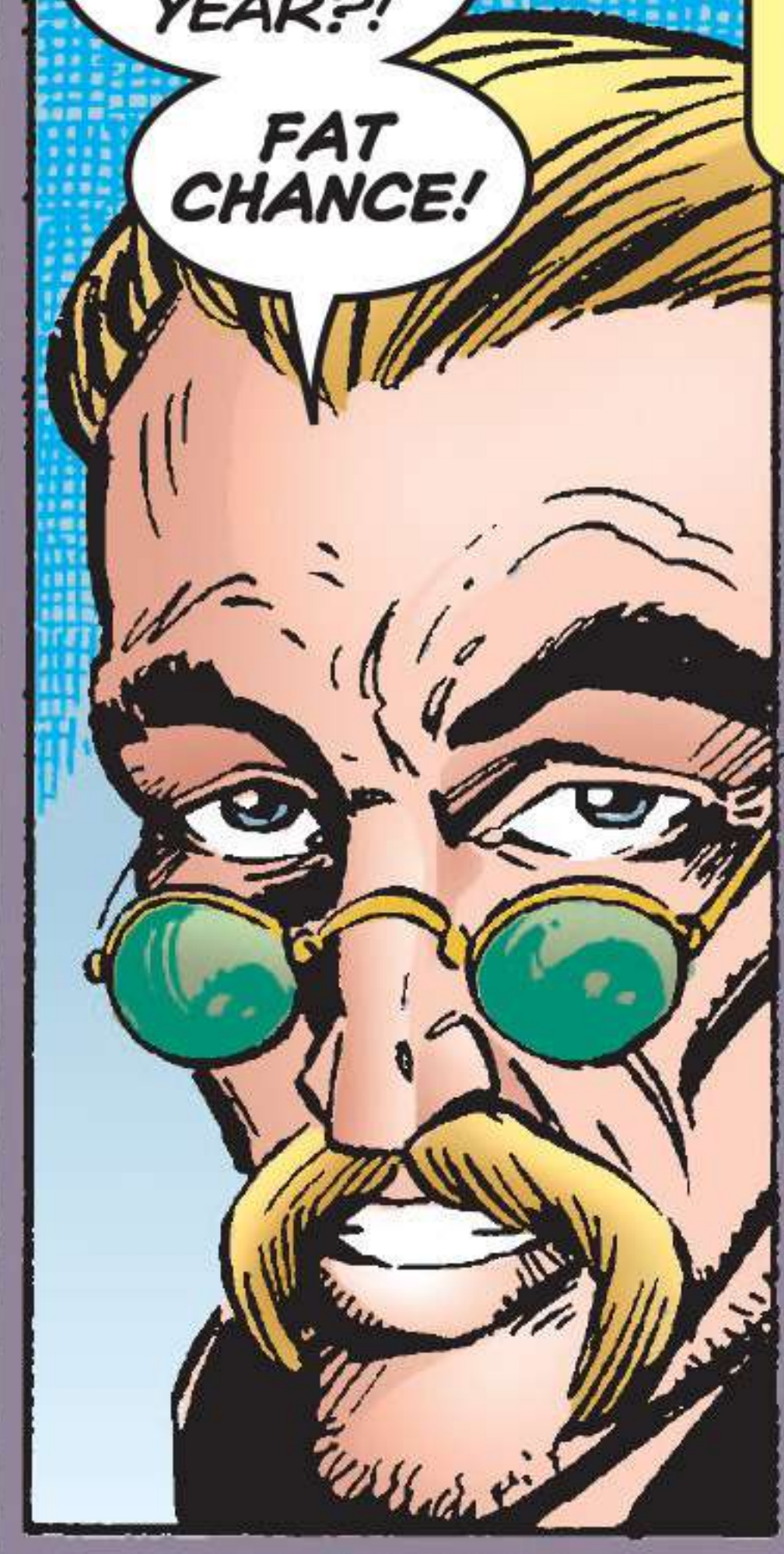
--BUT THE
POLICE WON'T
CONFIRM THAT THEY
HAVE THE ACTUAL
PERPETRATOR IN
CUSTODY!

YOU THINK
THEY'RE HIDING
SOMETHING?



IN AN
ELECTION
YEAR?!

**FAT
CHANCE!**



I'd like to believe
BUZZ is merely
sticking with the
sardonic!

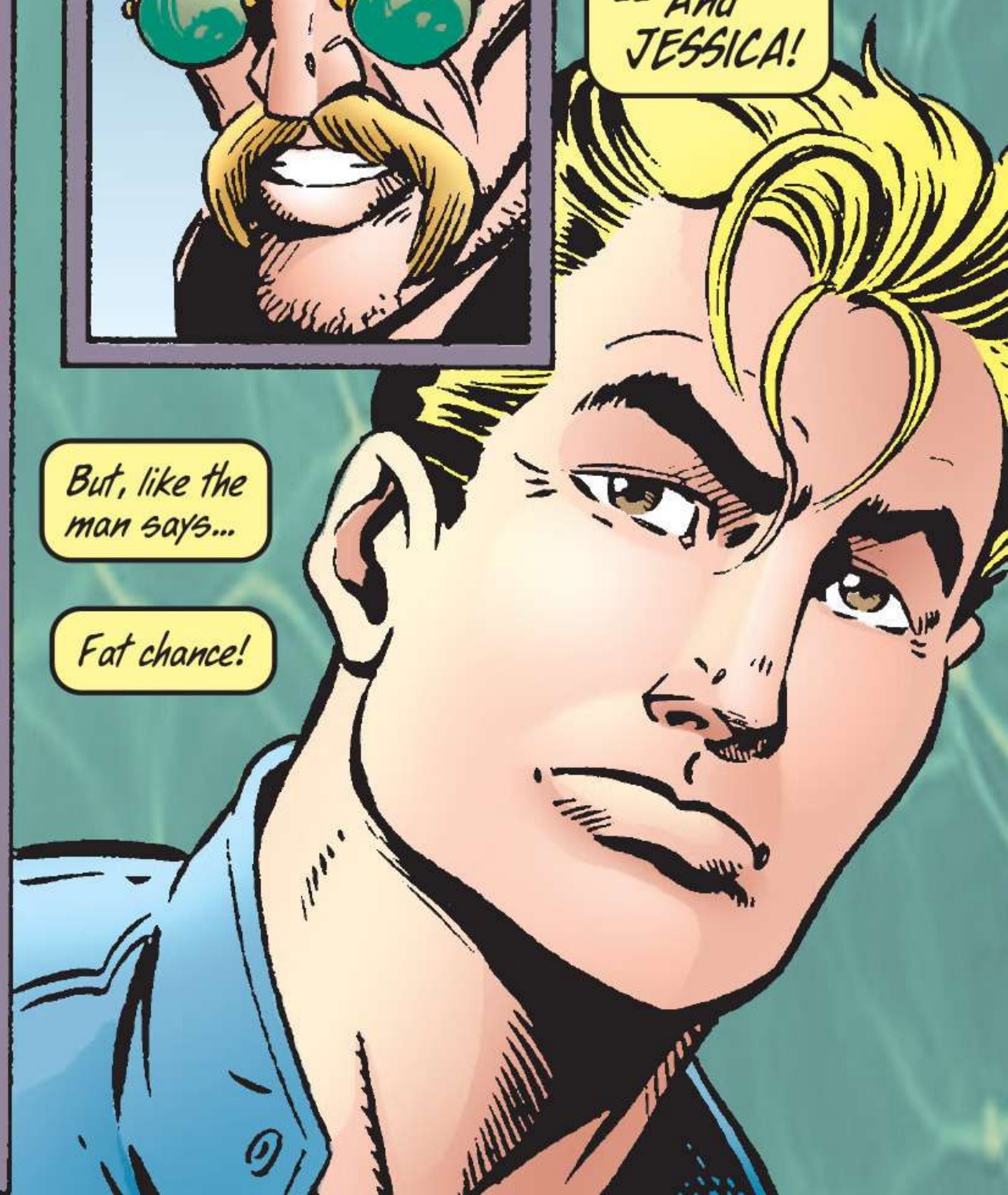
I'd rather
concentrate
on **PETER** --

-- The
SKELETON --

-- And
JESSICA!

But, like the
man says...

Fat chance!



AND, SPEAKING OF BEN REILLY'S OTHER PROBLEMS...

PETER, I STILL DON'T UNDERSTAND WHY YOU INSIST ON CONFRONTING SEWARD TRAINER!

BEN AND I ORIGINALLY USED **HIS** EQUIPMENT TO DETERMINE WHICH OF US WAS A **CLONE** OF THE OTHER!

SEE SPECTACULAR SPIDER-MAN #226.
- Clone-Bob!

THE INFORMATION WE LEARNED ABOUT THE SKELETON CASTS SERIOUS **DOUBTS** ON OUR CONCLUSIONS!

WHAT MAKES YOU THINK SEWARD WILL EVEN AGREE TO SEE YOU?

THAT'S EASY, MARY JANE. I PHONED AHEAD FOR AN APPOINTMENT!

HOSPITAL SWITCHBOARD ---?

PLEASE CONNECT ME WITH ONE OF YOUR PATIENTS -- SEWARD TRAINER!

Y-YES...OF COURSE... I... RECOGNIZE YOUR VOICE!

I... UNDERSTAND!

IS SOMETHING WRONG, Mr. TRAINER? YOU SUDDENLY LOOK PALE!

I... Uh... I NEED A FAVOR, NURSE.

PLEASE INFORM THE FRONT DESK THAT --

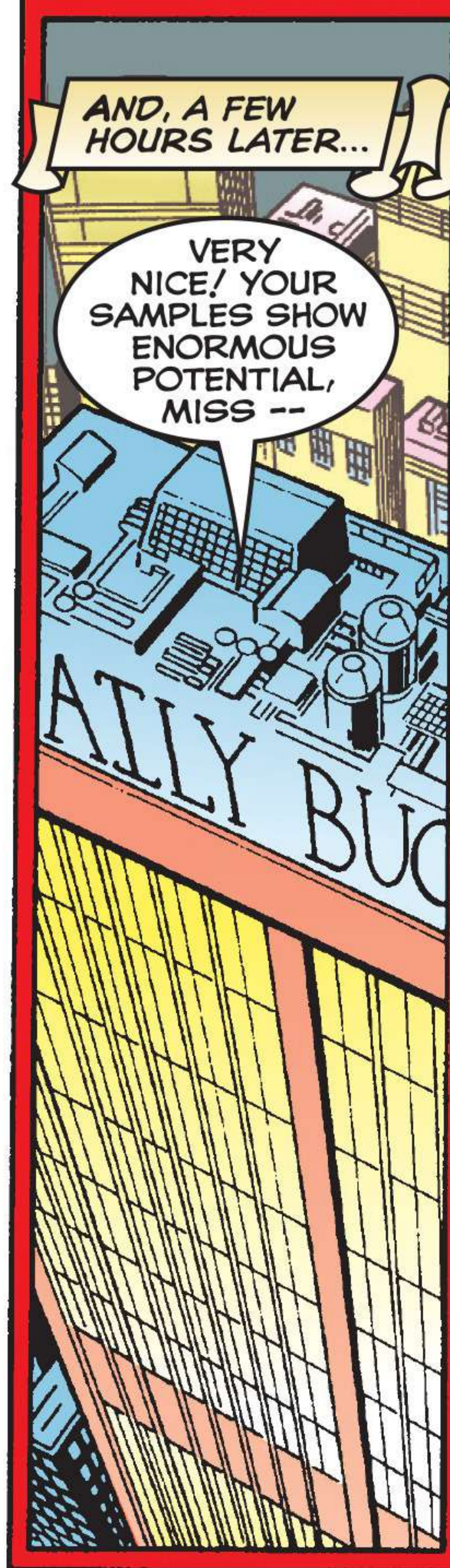
-- I AM UNABLE TO ISSUE YOUR **VISITOR PASSES!** THE PATIENT HAD A MINOR **SETBACK**, AND CANNOT RECEIVE **GUESTS** AT THIS TIME!

B-BUT HE WAS **FINE** WHEN WE SPOKE EARLIER!

COMPLICATIONS SOMETIMES ARISE. TRY AGAIN TOMORROW.

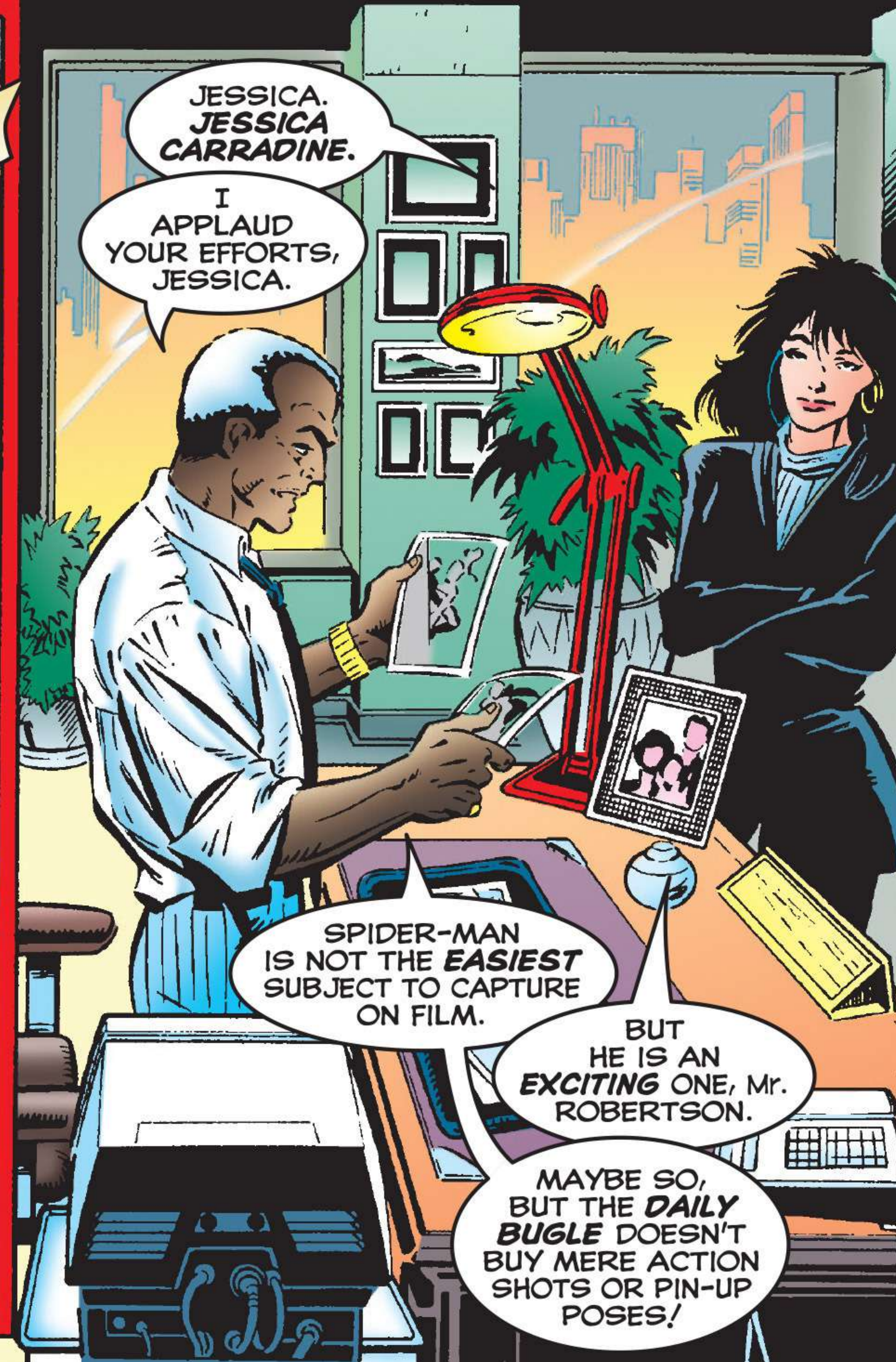
YEAH... SURE!

IS SEWARD DELIBERATELY DUCKING ME? **WHY?! WHAT'S HE HIDING?**



AND, A FEW HOURS LATER...

VERY NICE! YOUR SAMPLES SHOW ENORMOUS POTENTIAL, MISS --



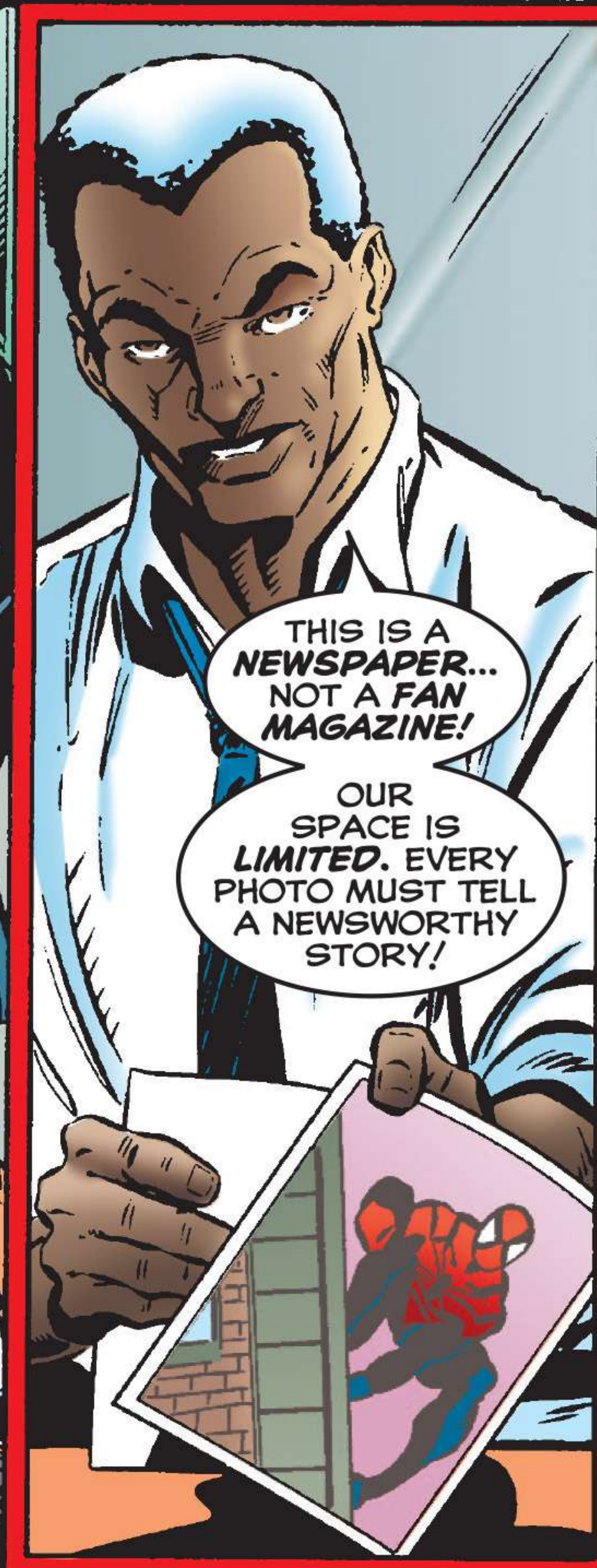
JESSICA. JESSICA CARRADINE.

I APPLAUD YOUR EFFORTS, JESSICA.

SPIDER-MAN IS NOT THE **EASIEST** SUBJECT TO CAPTURE ON FILM.

BUT HE IS AN **EXCITING** ONE, Mr. ROBERTSON.

MAYBE SO, BUT THE **DAILY BUGLE** DOESN'T BUY MERE ACTION SHOTS OR PIN-UP POSES!



THIS IS A **NEWSPAPER**... NOT A **FAN MAGAZINE**!

OUR SPACE IS **LIMITED**. EVERY PHOTO MUST TELL A **NEWSWORTHY** STORY!



LISTEN TO THE MAN, YOUNG LADY! HE'S THE **BEST** IN THE BUSINESS.

AFTER **ME**, OF COURSE!

Y-YOU'RE **J. JONAH JAMESON** --!

I WAS WALKING PAST WHEN I HEARD SOMEONE MENTION THAT MISERABLE WALL-CRAWLING CREEP!

JESSICA HAS SOME SHOTS OF HIM IN HIS NEW COSTUME!

REALLY --?!



NOT BAD! NOT BAD AT ALL! BUT JOE'S RIGHT! THIS MATERIAL IS MUCH TOO **TAME** FOR US!

THAT WEB-SWINGING WEIRDO IS A **PUBLIC MENACE**, AND IT'S OUR **DUTY** TO NAIL HIM!

THE **WORSE** HE LOOKS, THE **BETTER** YOUR CHANCES FOR A **SALE**!



DON'T YOU WORRY, Mr. JAMESON...

YOU CAN COUNT ON ME!

SOMETIME LATER...

ALMOST MIDNIGHT, AND OUR BOY IS AT IT, AGAIN!

I WAS SORRY TO HEAR ABOUT DICKERSON!

YEAH... YOU THINK YOU KNOW SOMEONE --! THANKS FOR TAKING HIS **SHIFT** AT THE LAST MOMENT, PHIL.

THE OVERTIME WILL COME IN HANDY. YOU CAN LEAVE WHENEVER YOU WANT. I SEE STEVENS HEADING DOWN THE HALLWAY.

There's Jameson!

Right on schedule!

Peter would freak if he knew I was dogging his bud!

TOUGH!

I had a hunch that the Carnage-like character I ran into last night was somehow connected to RAVENCROFT --

-- and, from the way my spider-sense is buzzing, I may have hit the JACKPOT!

I've gotta get to the bottom of this mystery so that I can devote myself to figuring out where I stand with JESSICA --

-- And to healing the RIFT that seems to be growing between me and Pete over Seward Trainer!

I trust Seward IMPLICITLY...



WHOA!

WHAT THE?!

Somehow... the Carnage symbiote has taken over Jameson!

YOU'VE BEEN VERY CARELESS, WEB-MAN!

I SPOTTED YOU IN MY REAR-VIEW MIRROR!

YOU REALLY SHOULD BE MORE CAUTIOUS!

IN YOUR BUSINESS, SUCH LAPSES COULD CERTAINLY PROVE FATAL... TO YOU --

NO--!

LEAVE THOSE PEOPLE ALONE! THIS IS STRICTLY BETWEEN YOU AND ME, JAMESON!

-- OR THOSE YOU SEEK TO PROTECT!

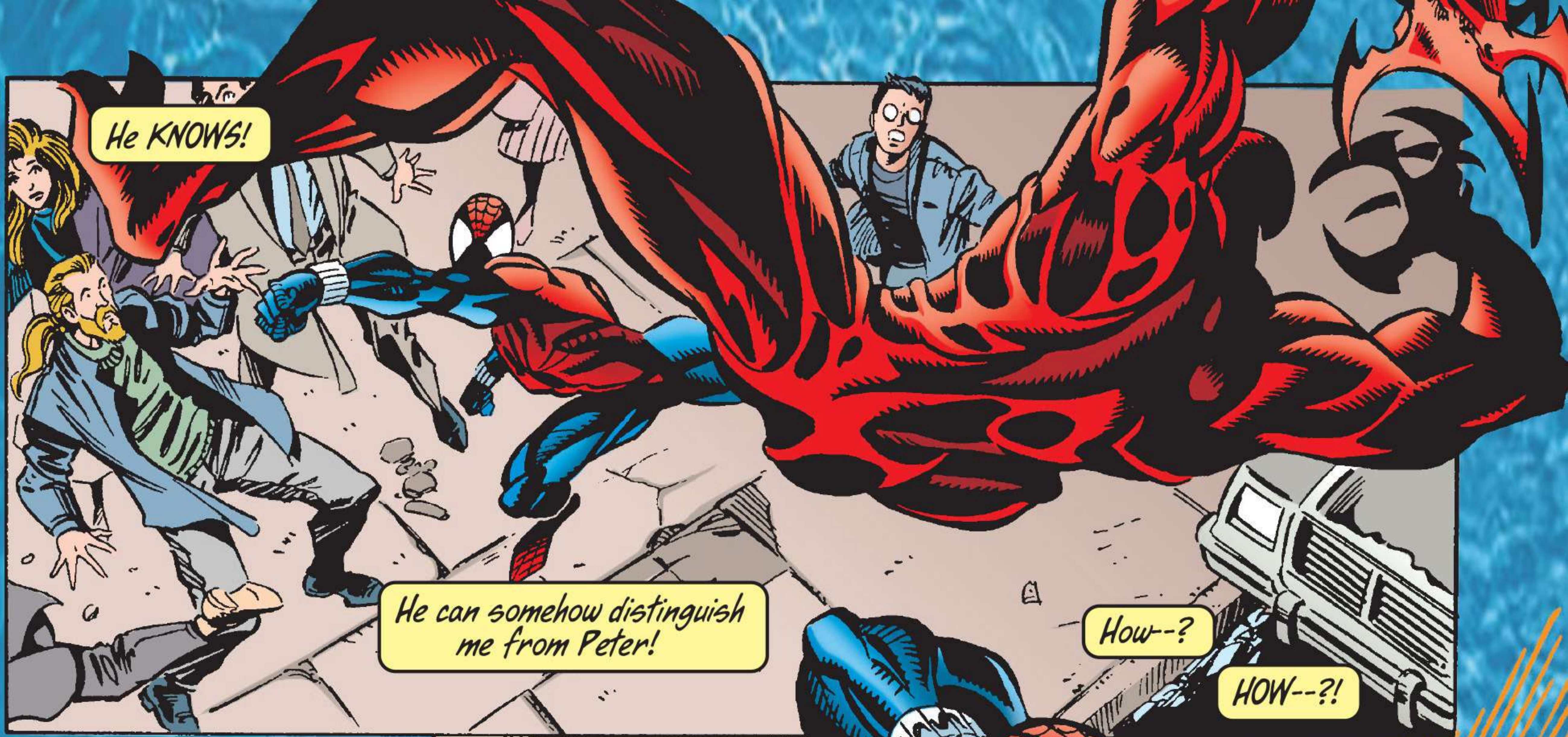
I-IT'S CARNAGE!

WRONG-O! YOU ARE NOT MY TRUE ENEMY!

YOU ARE NOT THE SPIDERY SPECTER WHO HAUNTS THE DREAMS OF KASADY!

ARE YOU MY SCARLET FRIEN -- UGNN!

W-WE'RE ALL GONNA DIE!



He KNOWS!

He can somehow distinguish me from Peter!

How--?

HOW--?!



J. JONAH JAMESON AND I ARE KINDRED SPIRITS WHEN IT COMES TO SPIDER-MAN! THAT WALL-CRAWLING FREAK MURDERED MY **FATHER!** I'D DO ANYTHING TO HELP BRING HIM DOWN, AND **HEY--!**

PEOPLE ARE SUDDENLY **SCREAMING** DOWN THE BLOCK!

THIS COULD BE MY BIG CHANCE TO SNAP --



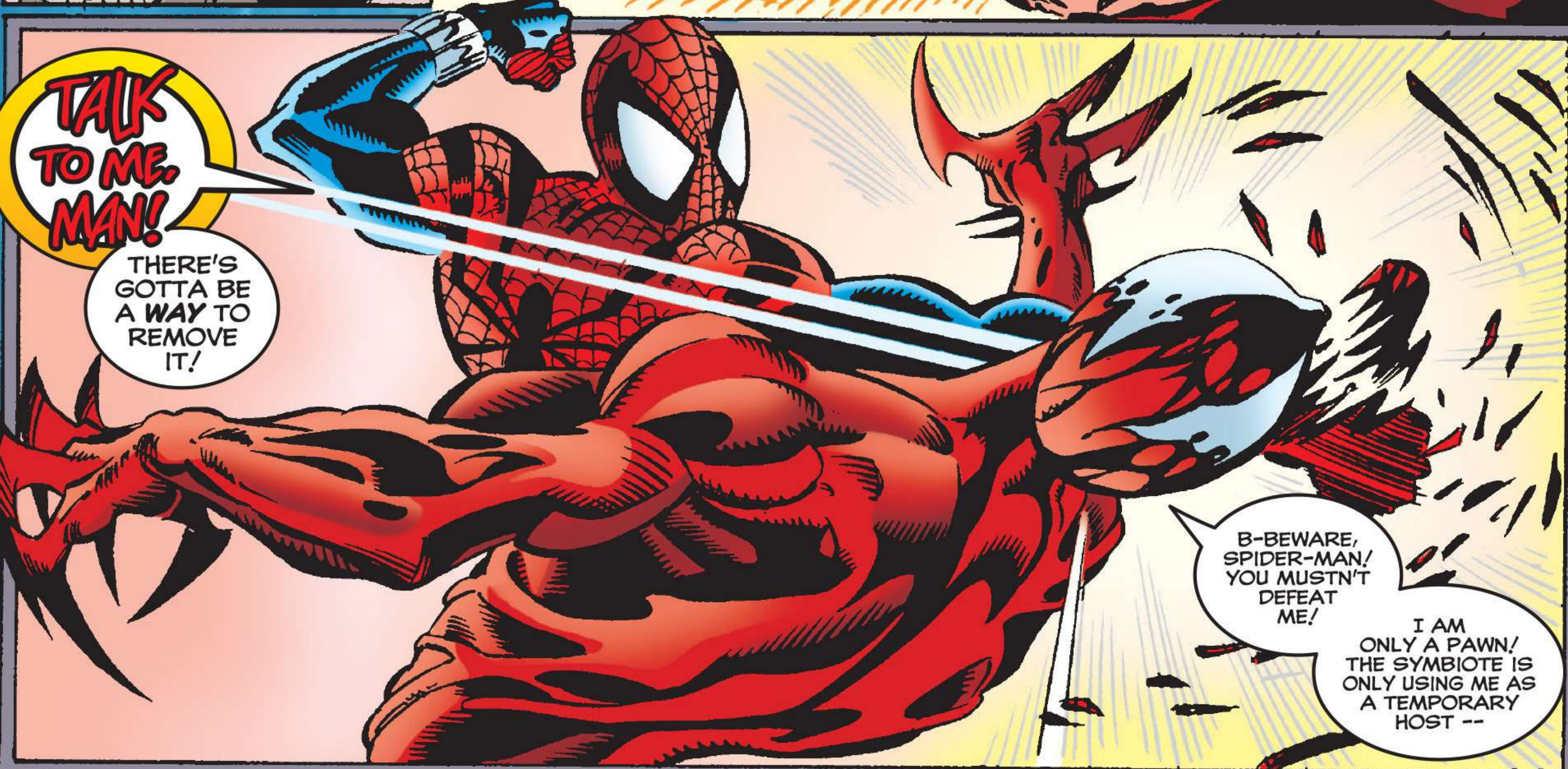
-- SOMETHING **NEWSWORTHY!**



WHAT **HAPPENED,** JAMESON?

THIS IS **KASADY'S SYMBIOTE--!**

HOW DID IT BOND WITH YOU?!

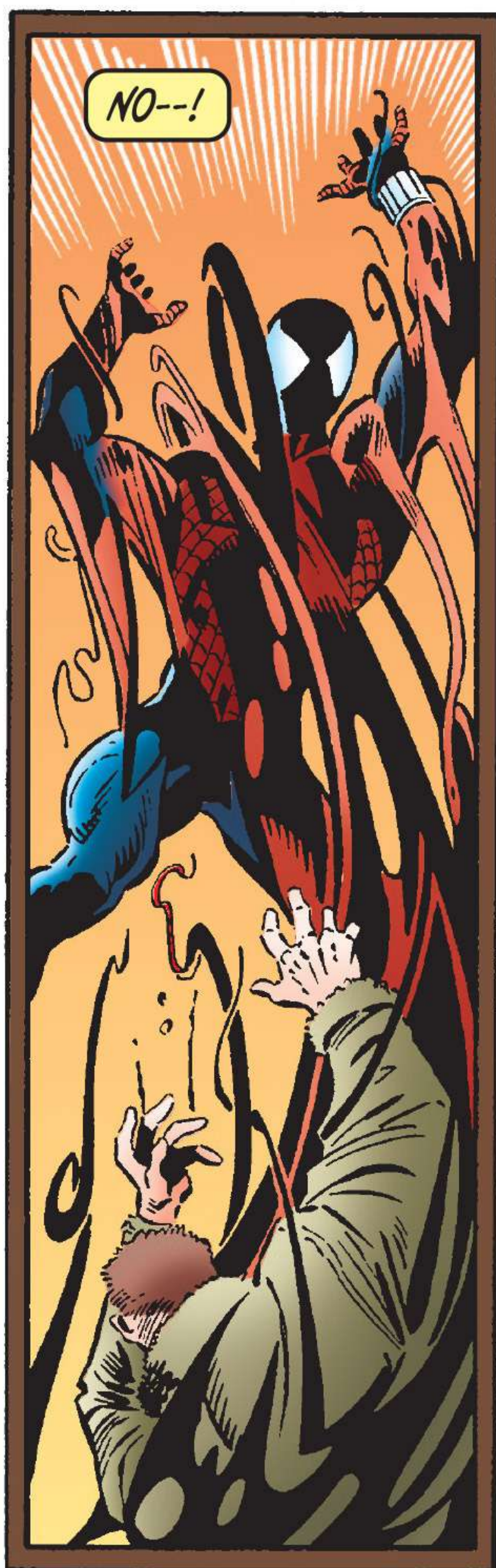


TALK TO ME, MAN!

THERE'S GOTTA BE A WAY TO REMOVE IT!

B-BEWARE, SPIDER-MAN! YOU MUSTN'T DEFEAT ME!

I AM ONLY A PAWN! THE SYMBIOTE IS ONLY USING ME AS A TEMPORARY HOST --



Yesss!

*I am reborn in
BLOOD and AGONY!*

*I am remade into the
bringer of DEATH and
DESTRUCTION!*

*CHAOS is my
only love~*

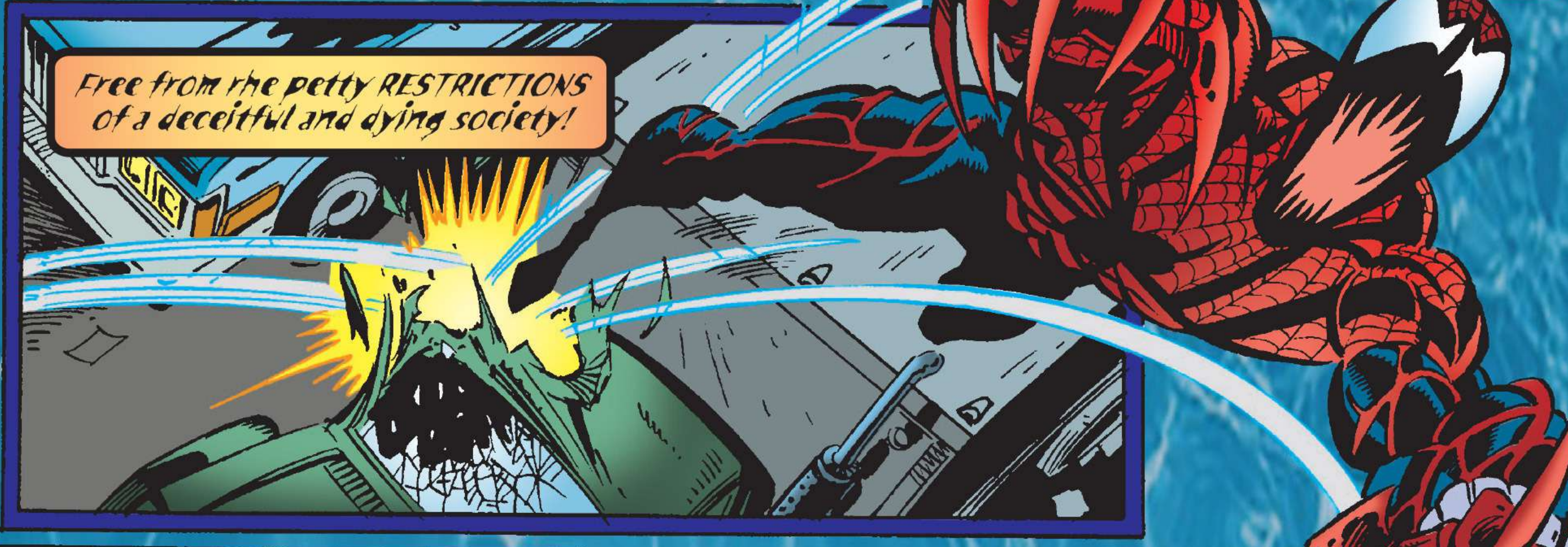
*And
CARNAGE
is my name!*



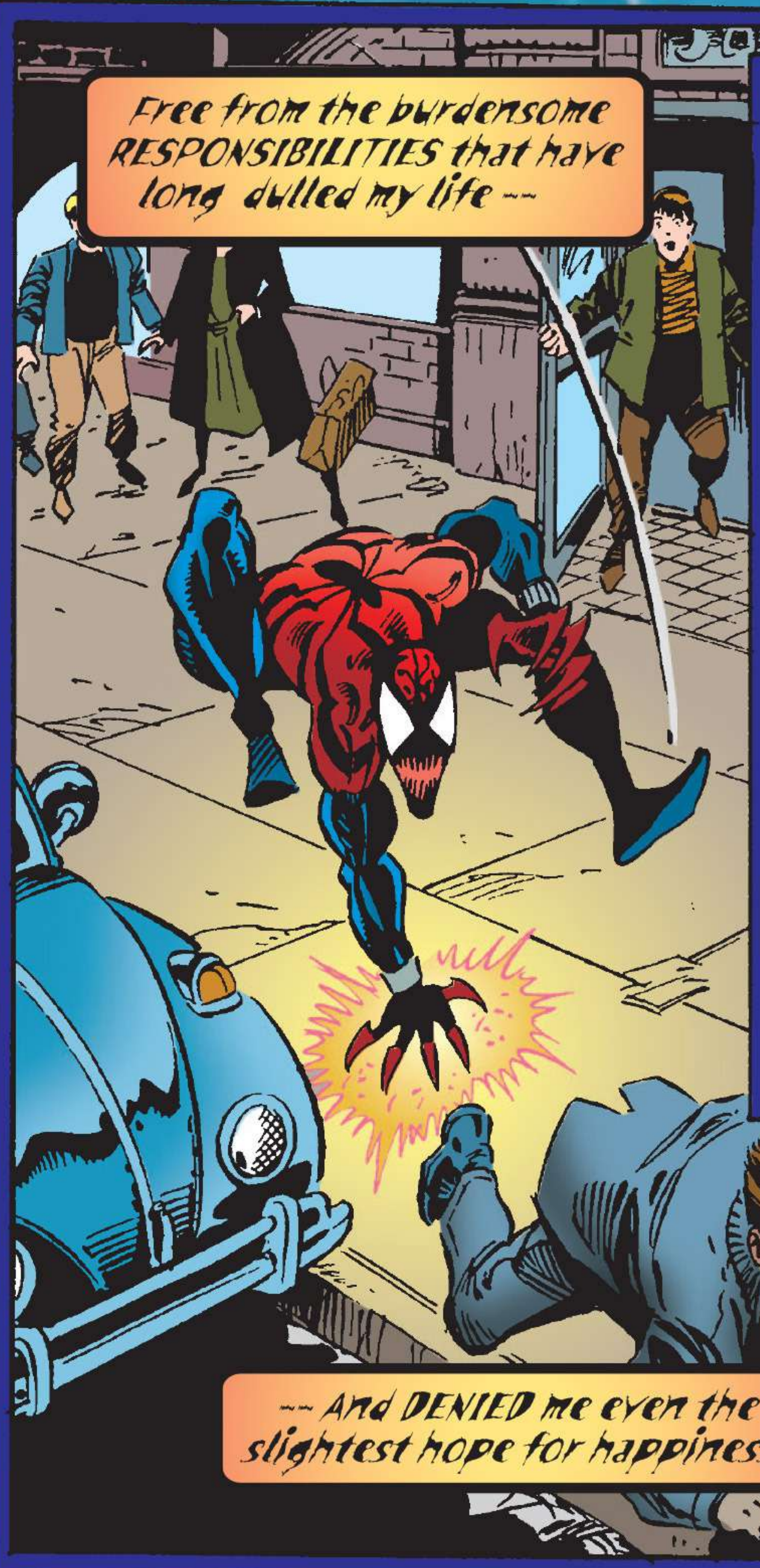


FREE am I!

Free from the
LAWS of man!



Free from the petty RESTRICTIONS
of a deceitful and dying society!



Free from the burdensome
RESPONSIBILITIES that have
long dulled my life --



IT'S HIM! SPIDER-MAN
IS GOING TOTALLY
BERSERK, AND
HE'S ACTING LIKE
THE **MONSTER** I'VE
ALWAYS KNOWN
HE WAS!

GET
OUT YOUR
CHECKBOOK,
JJJ --

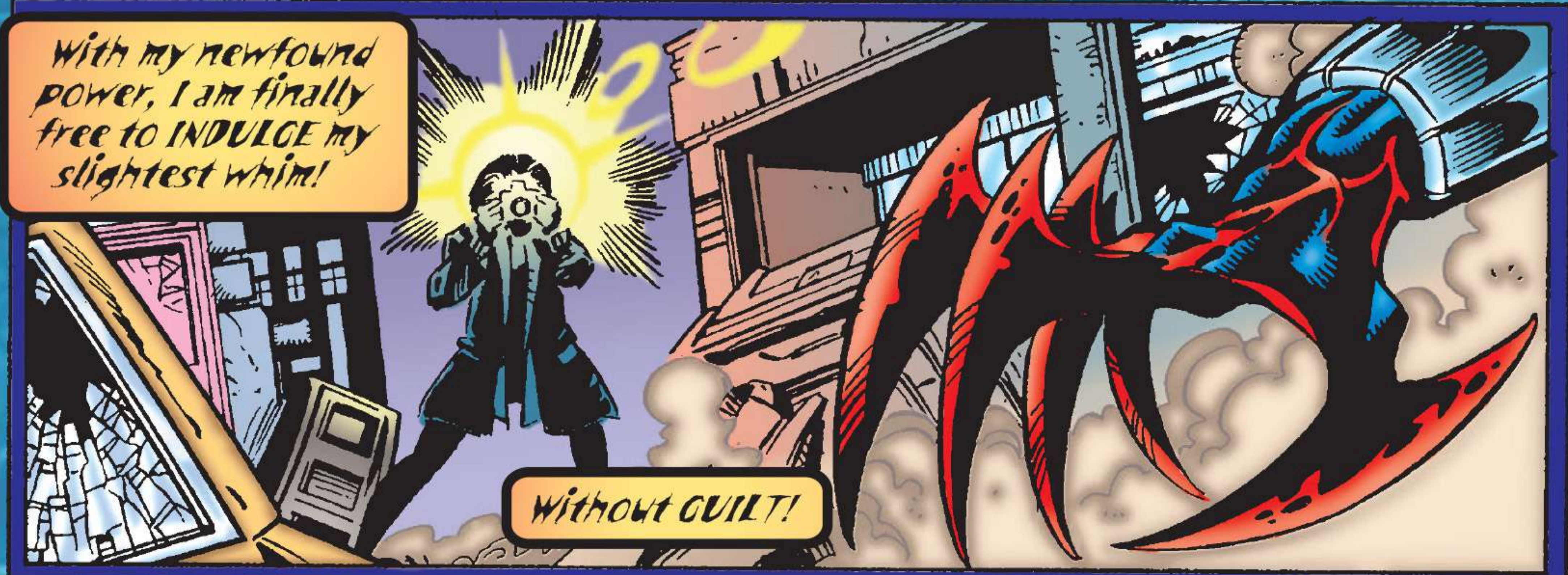


-- YOUR
GREATEST
FANTASY WILL SOON
BE RECORDED FOR
POSTERITY!

Ha, HA, HAA!

-- And DENIED me even the
slightest hope for happiness!





With my newfound power, I am finally free to INDULGE my slightest whim!

Without GUILT!

Without REMORSE ---

--- OR RESTRAINT!

At long last, I can strike back at EVERYONE who has ever betrayed or tormented me!

EVERYONE!

EVERYONE!



TAKE A DEEP ONE, DEAR READERS!
YOU ONLY HAVE ONE WEEK
BEFORE THE RUINOUSLY WILD RAMPAGE OF
SPIDER-CARNAGE
CONTINUES IN SPIDER-MAN #67!
MISS IT NOT!



APR • 67
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MARVEL®
SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN



WEB-CARNAGE PART 3
OF 4

JRJR
+
AW

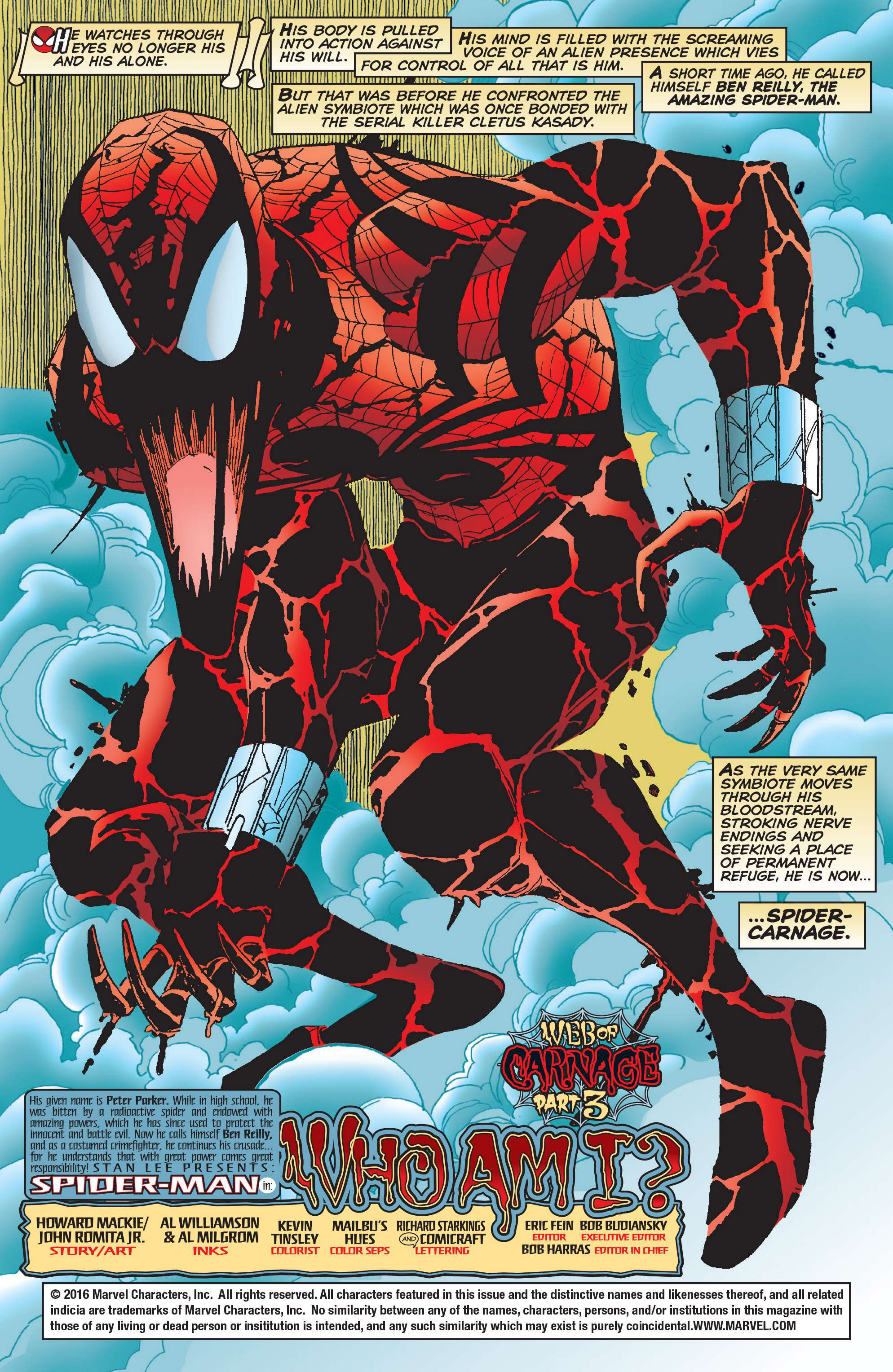
HE WATCHES THROUGH EYES NO LONGER HIS AND HIS ALONE.

HIS BODY IS PULLED INTO ACTION AGAINST HIS WILL.

HIS MIND IS FILLED WITH THE SCREAMING VOICE OF AN ALIEN PRESENCE WHICH VIES FOR CONTROL OF ALL THAT IS HIM.

A SHORT TIME AGO, HE CALLED HIMSELF BEN REILLY, THE AMAZING SPIDER-MAN.

BUT THAT WAS BEFORE HE CONFRONTED THE ALIEN SYMBIOTE WHICH WAS ONCE BONDED WITH THE SERIAL KILLER CLETUS KASADY.



AS THE VERY SAME SYMBIOTE MOVES THROUGH HIS BLOODSTREAM, STROKING NERVE ENDINGS AND SEEKING A PLACE OF PERMANENT REFUGE, HE IS NOW...

...SPIDER-CARNAGE.

His given name is Peter Parker. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself Ben Reilly, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility! STAN LEE PRESENTS: **SPIDER-MAN** in:

WEB OF CARNAGE PART 3

WHO AM I?

HOWARD MACKIE/
JOHN ROMITA JR.
STORY/ART

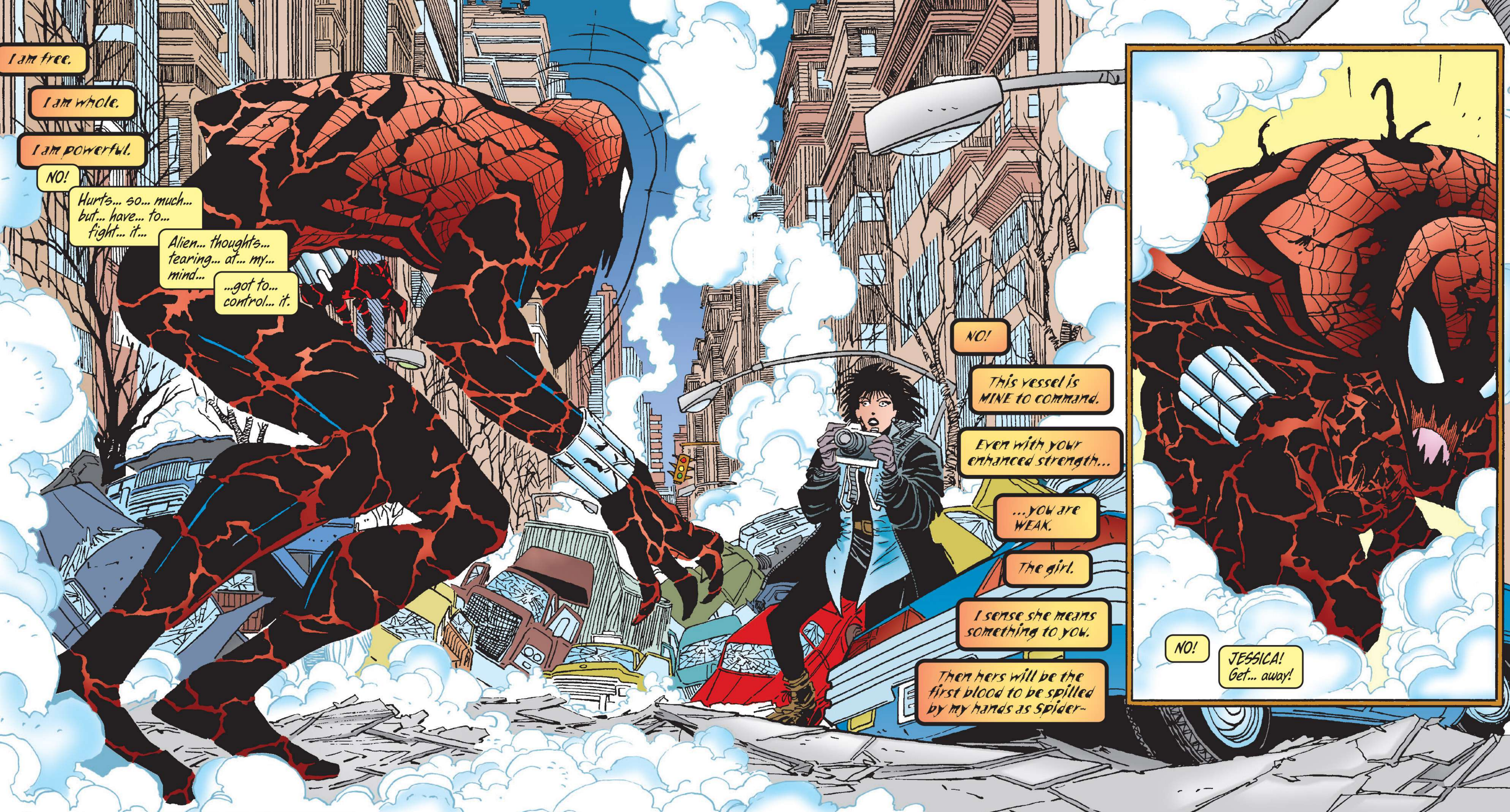
AL WILLIAMSON
& AL MILGROM
INKS

KEVIN
TINSLEY
COLORIST

MAILBU'S
HUES
COLOR SEPS

RICHARD STARKING'S
AND COMICRAFT
LETTERING

ERIC FEIN BOB BUDIANSKY
EDITOR EXECUTIVE EDITOR
BOB HARRAS EDITOR IN CHIEF



I am free.

I am whole.

I am powerful.

NO!

Hurts... so... much...
but... have... to...
fight... it...

Alien... thoughts...
tearing... at... my...
mind...

...got to...
control... it.

NO!

This vessel is
MINE to command.

Even with your
enhanced strength...

...you are
WEAK.

The girl.

I sense she means
something to you.

Then hers will be the
first blood to be spilled
by my hands as Spider-

NO!

JESSICA!
Get... away!

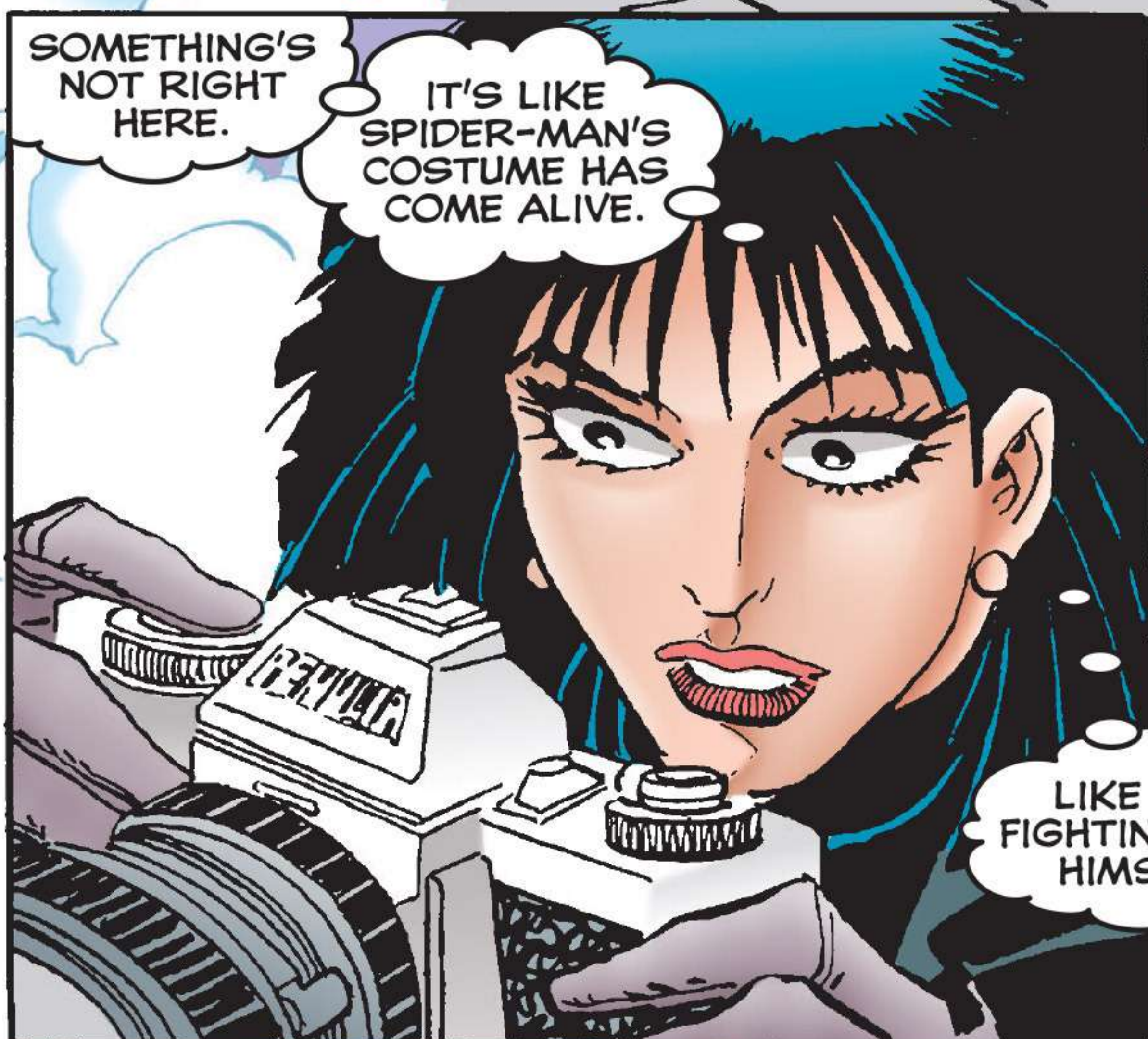


Her obsession... with Spider-Man...
making her blind to the... danger.

Got to
fight it.

Got to gain
control.

Got to...



SOMETHING'S
NOT RIGHT
HERE.

IT'S LIKE
SPIDER-MAN'S
COSTUME HAS
COME ALIVE.

LIKE HE'S
FIGHTING WITH
HIMSELF.





LIKE HE'S
LOSING!

That's...
it!

Almost
got it.

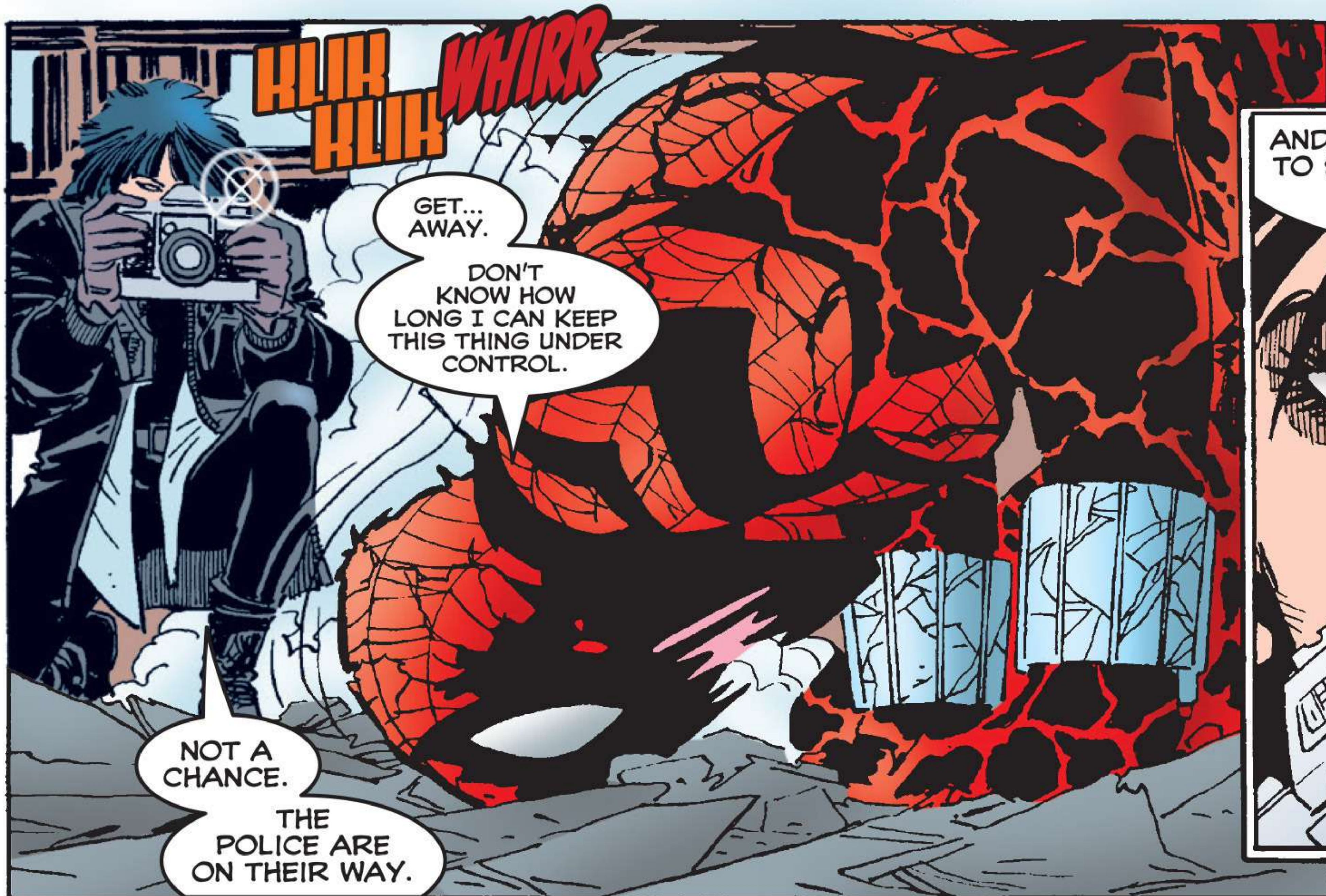
Head is
clearing.

It's out of my
mind, but...

...it's not going
AWAY!

Disappearing inside
of me... can feel it
in my blood...

...can't let it
escape again.



KLIH
KLIH

WHIRR

GET...
AWAY.

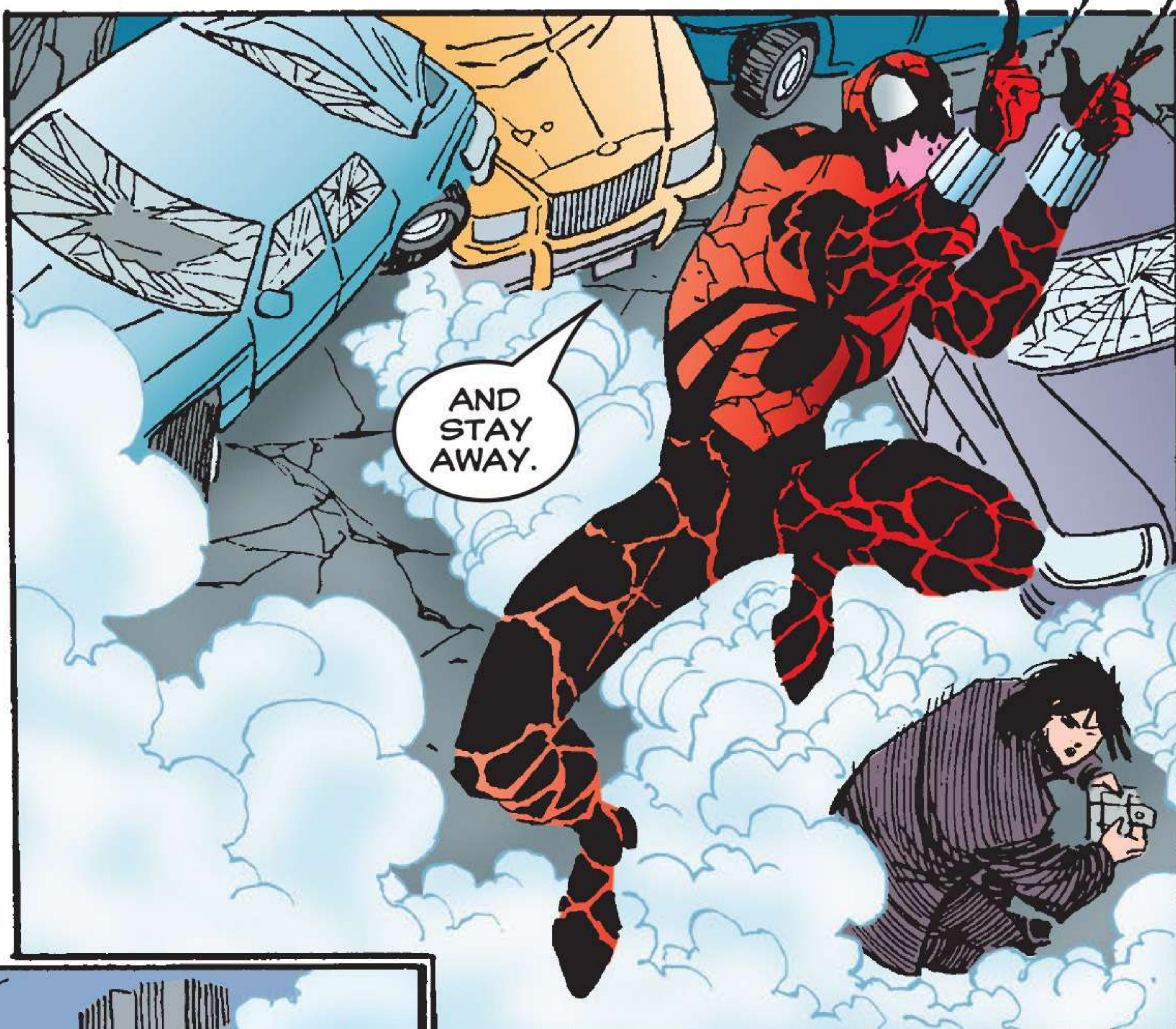
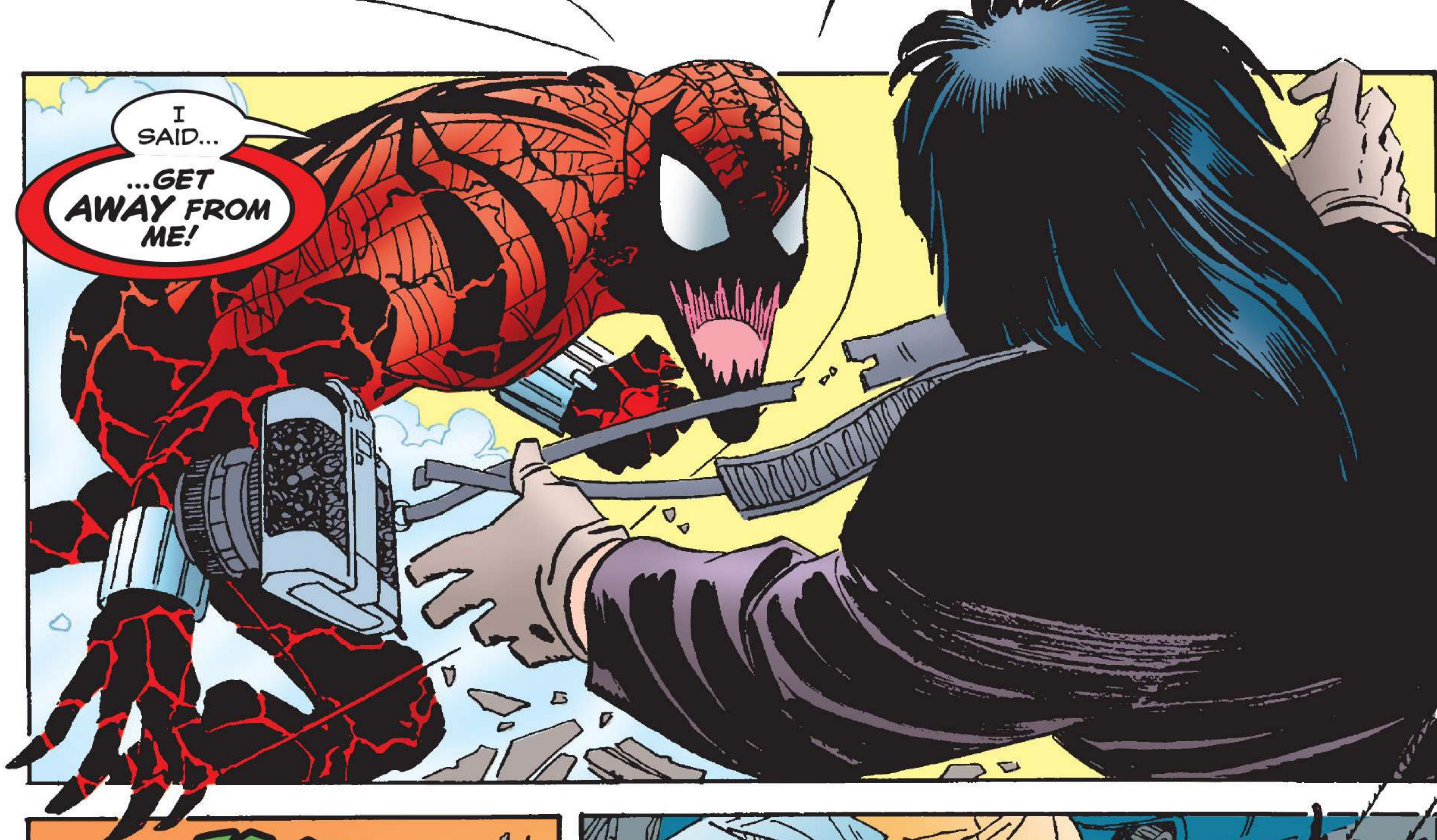
DON'T
KNOW HOW
LONG I CAN KEEP
THIS THING UNDER
CONTROL.

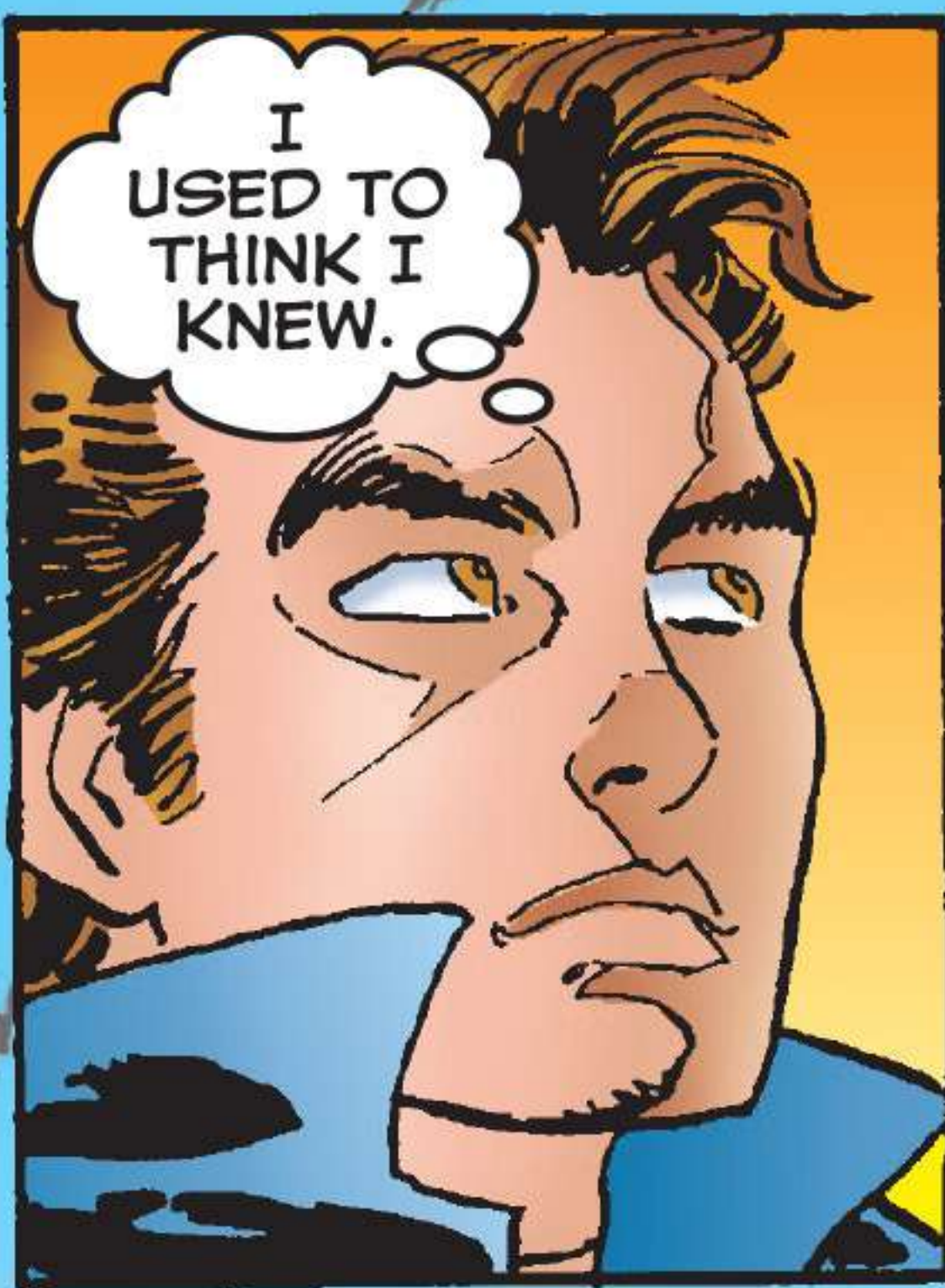
NOT A
CHANCE.

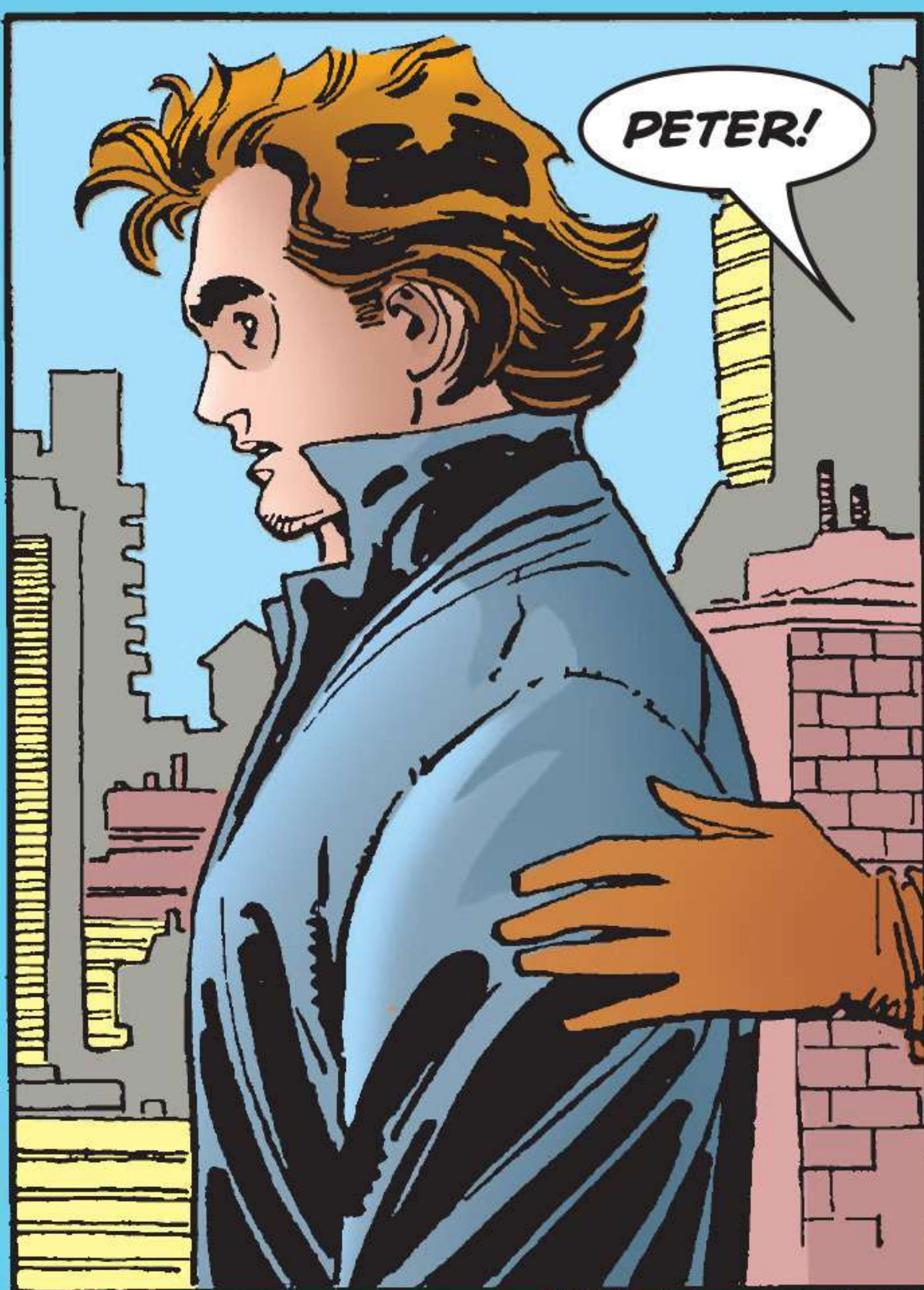
THE
POLICE ARE
ON THEIR WAY.

AND I'M GOING TO BE HERE
TO SAVOR EVERY SECOND
OF THEM TAKING
YOU AWAY.

YOU
DESERVE
NOTHING MORE...
NOT AFTER WHAT
YOU DID TO MY
FATHER.







PETER!



WHAT ARE YOU DOING?

GETTING SOME AIR... THINKING.

AND RISKING YOUR LIFE BY STANDING SO CLOSE TO THE EDGE.

SORRY, MJ, BUT I'M REALLY OKAY.



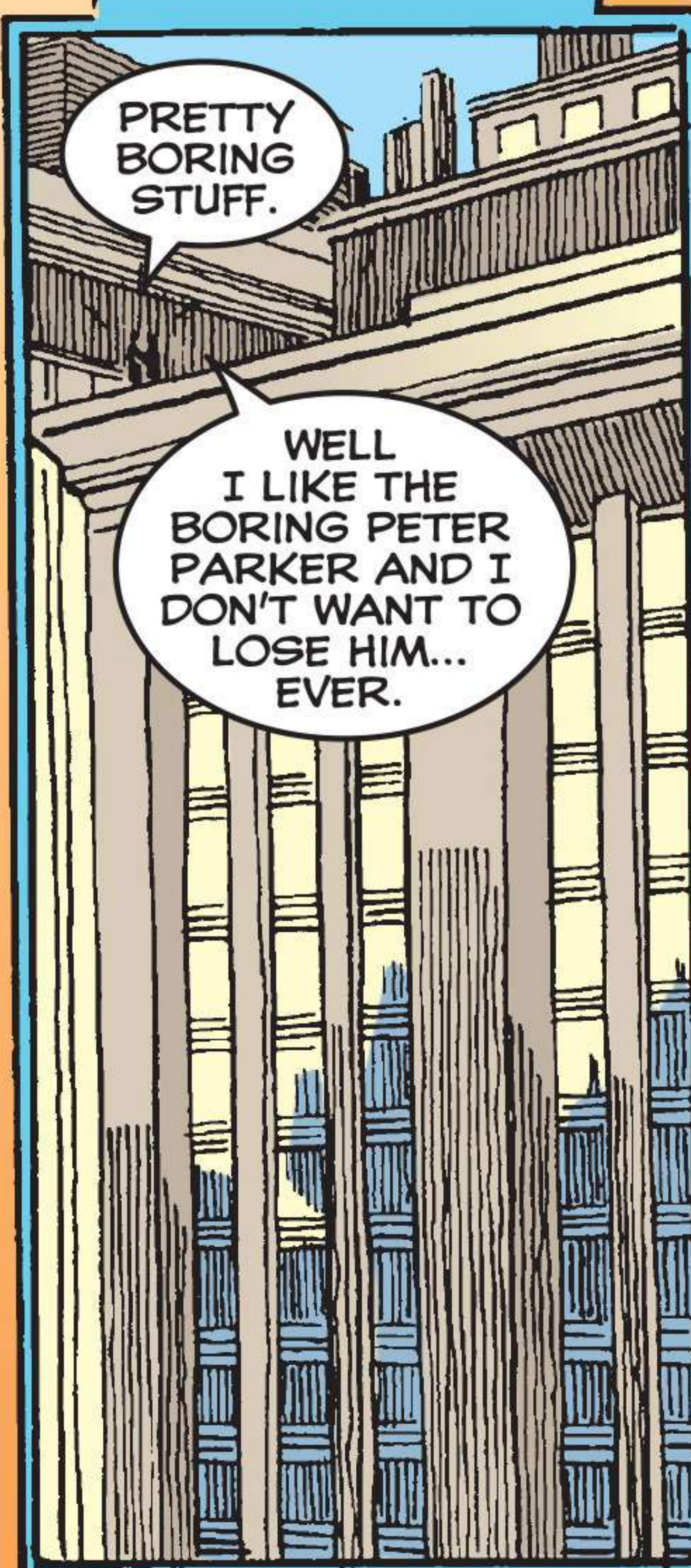
I **DO** HAVE SOME EXPERIENCE ON ROOFTOPS, YOU KNOW.

YES, BUT THAT WAS BEFORE.

YEAH... I KNOW.

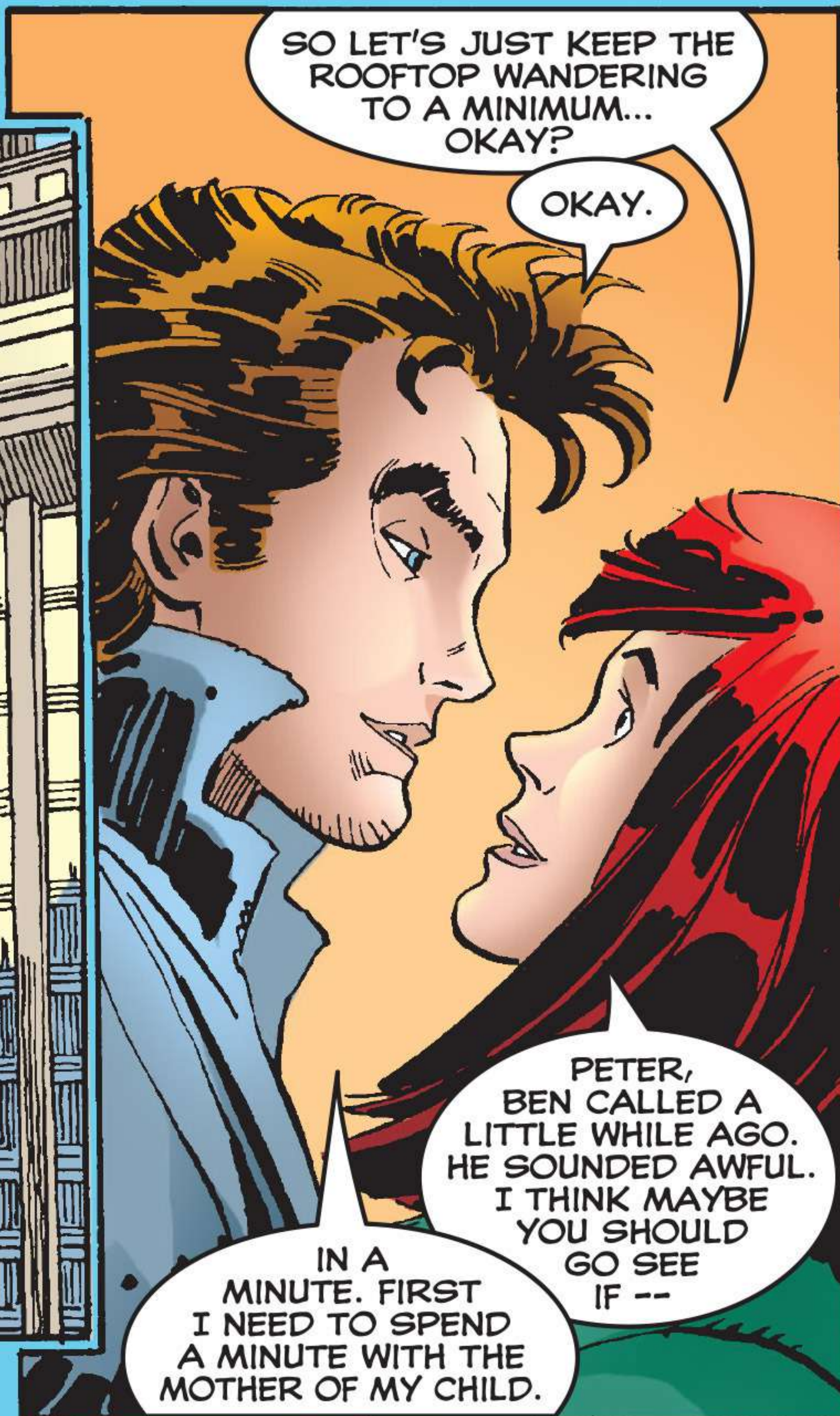
NOW I'M JUST REGULAR OLD PETER PARKER.

HUSBAND, FATHER, SCIENCE GUY AND PART-TIME PHOTOGRAPHER.



PRETTY BORING STUFF.

WELL I LIKE THE BORING PETER PARKER AND I DON'T WANT TO LOSE HIM... EVER.



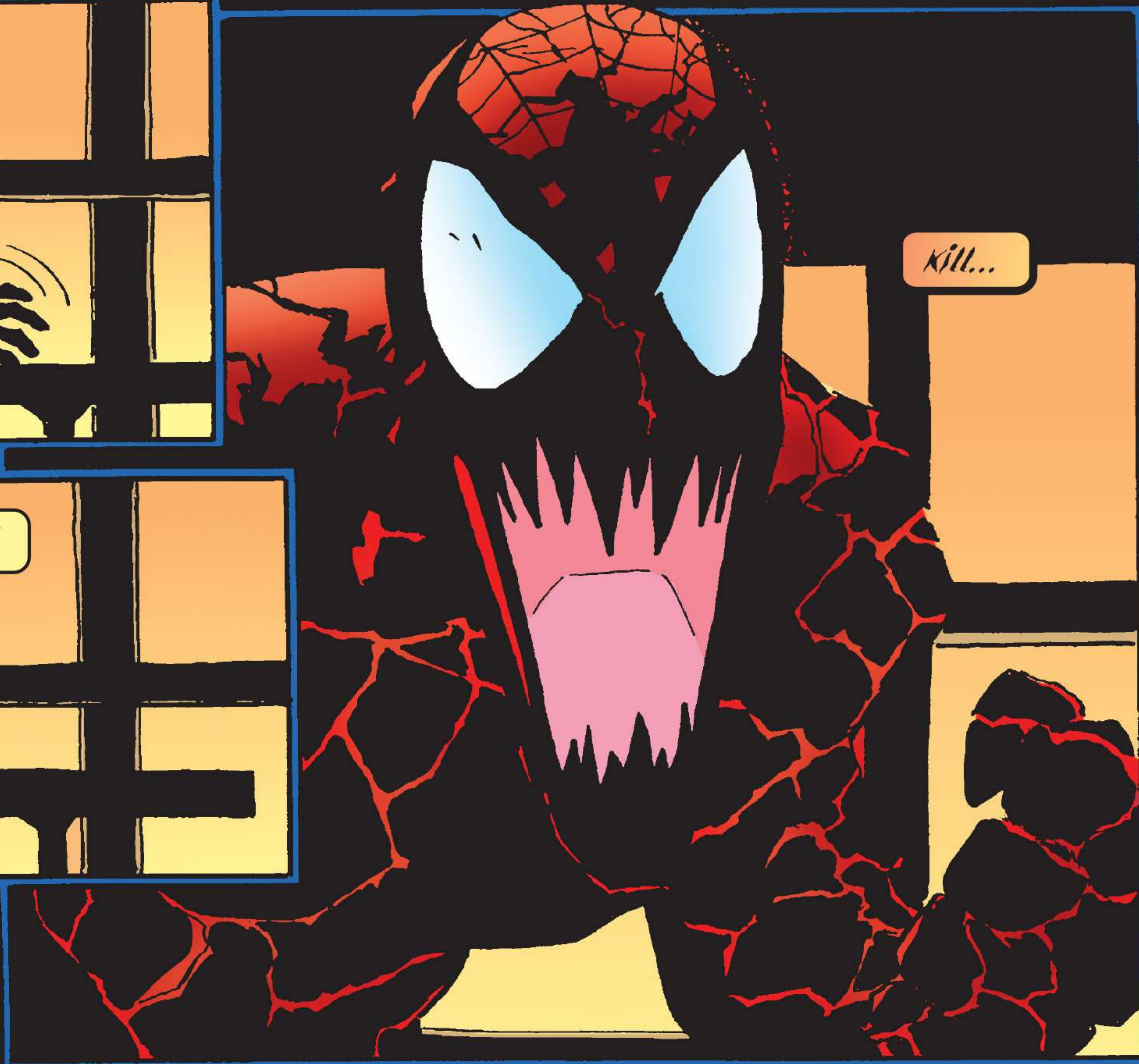
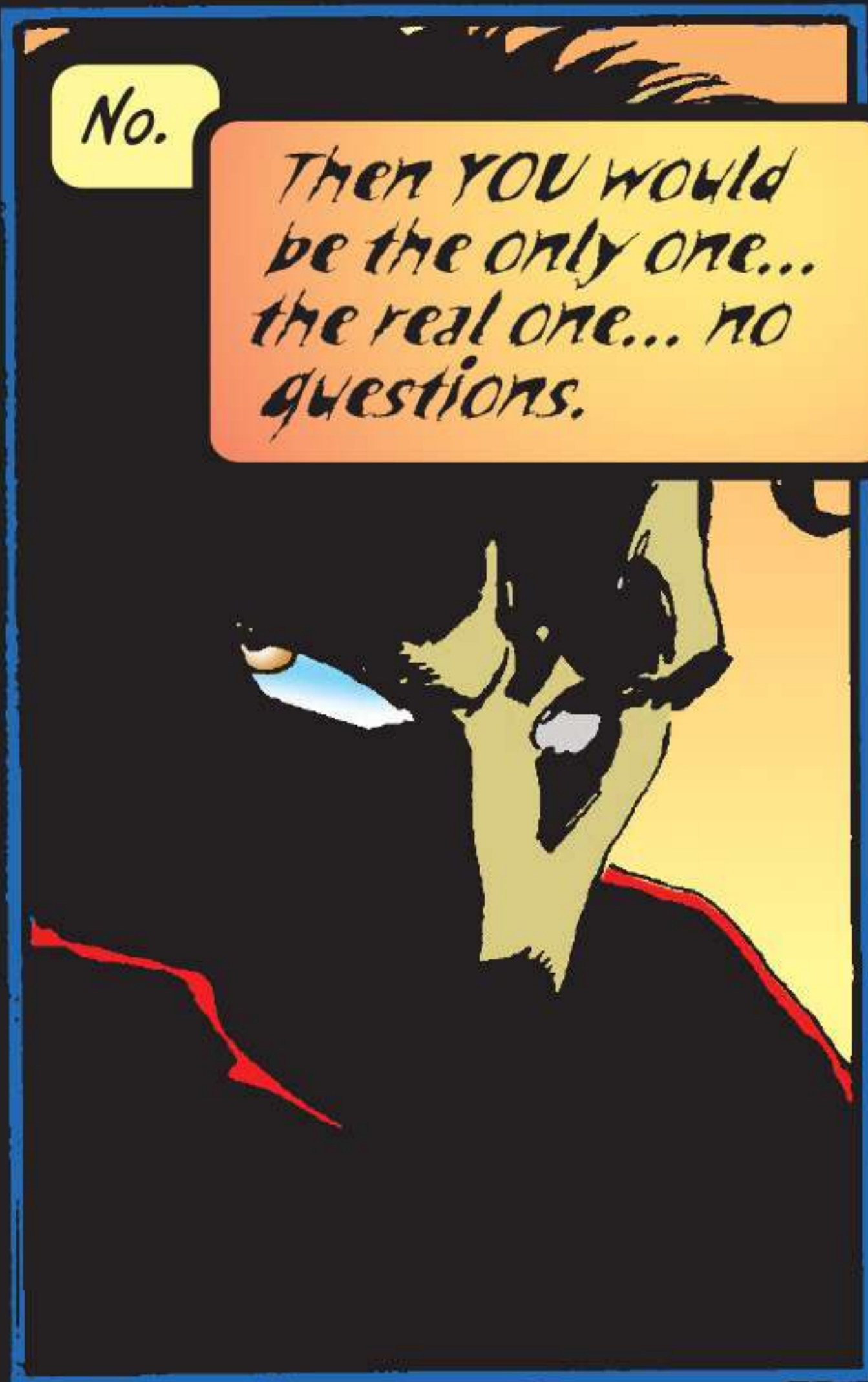
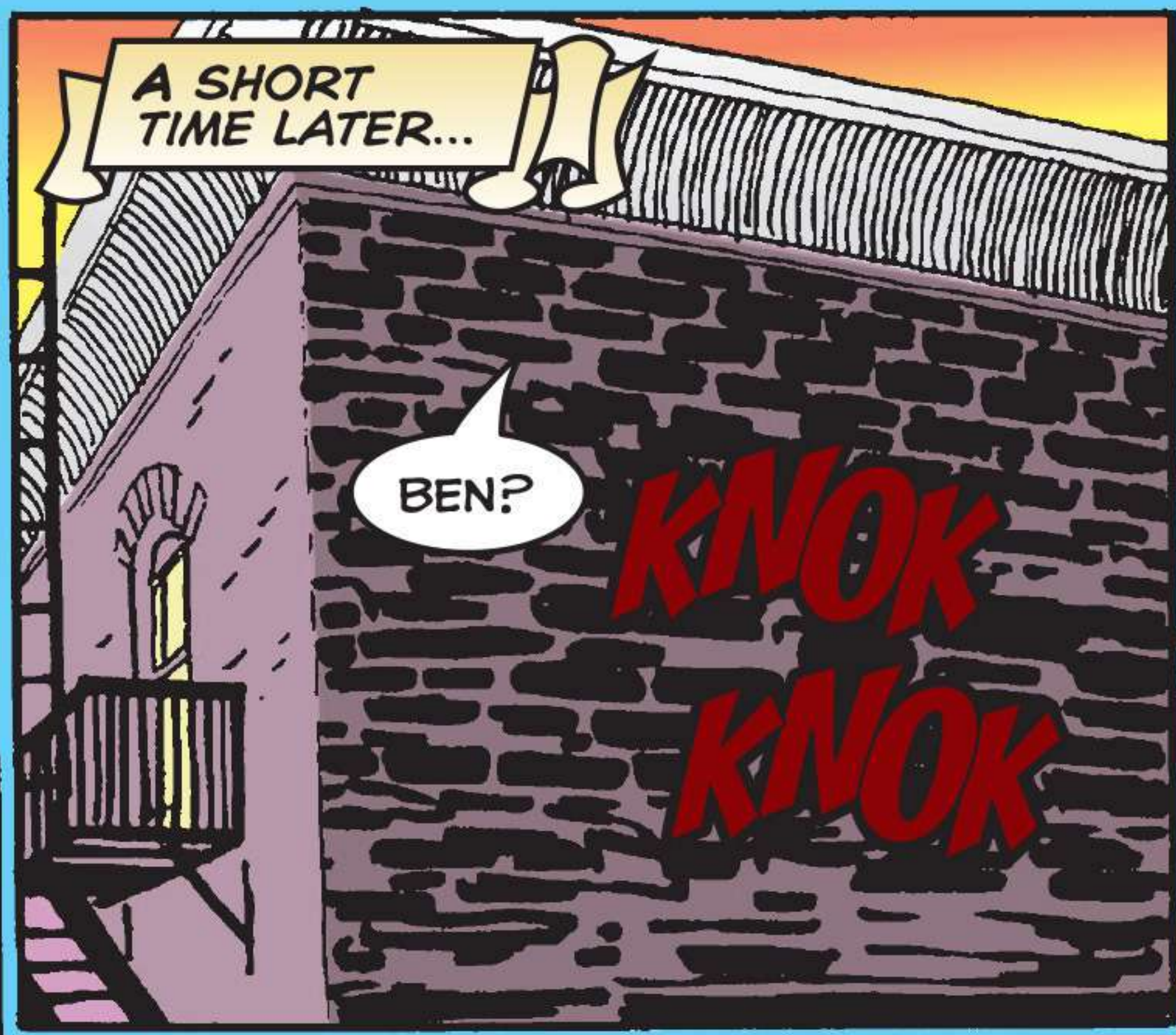
SO LET'S JUST KEEP THE ROOFTOP WANDERING TO A MINIMUM... OKAY?

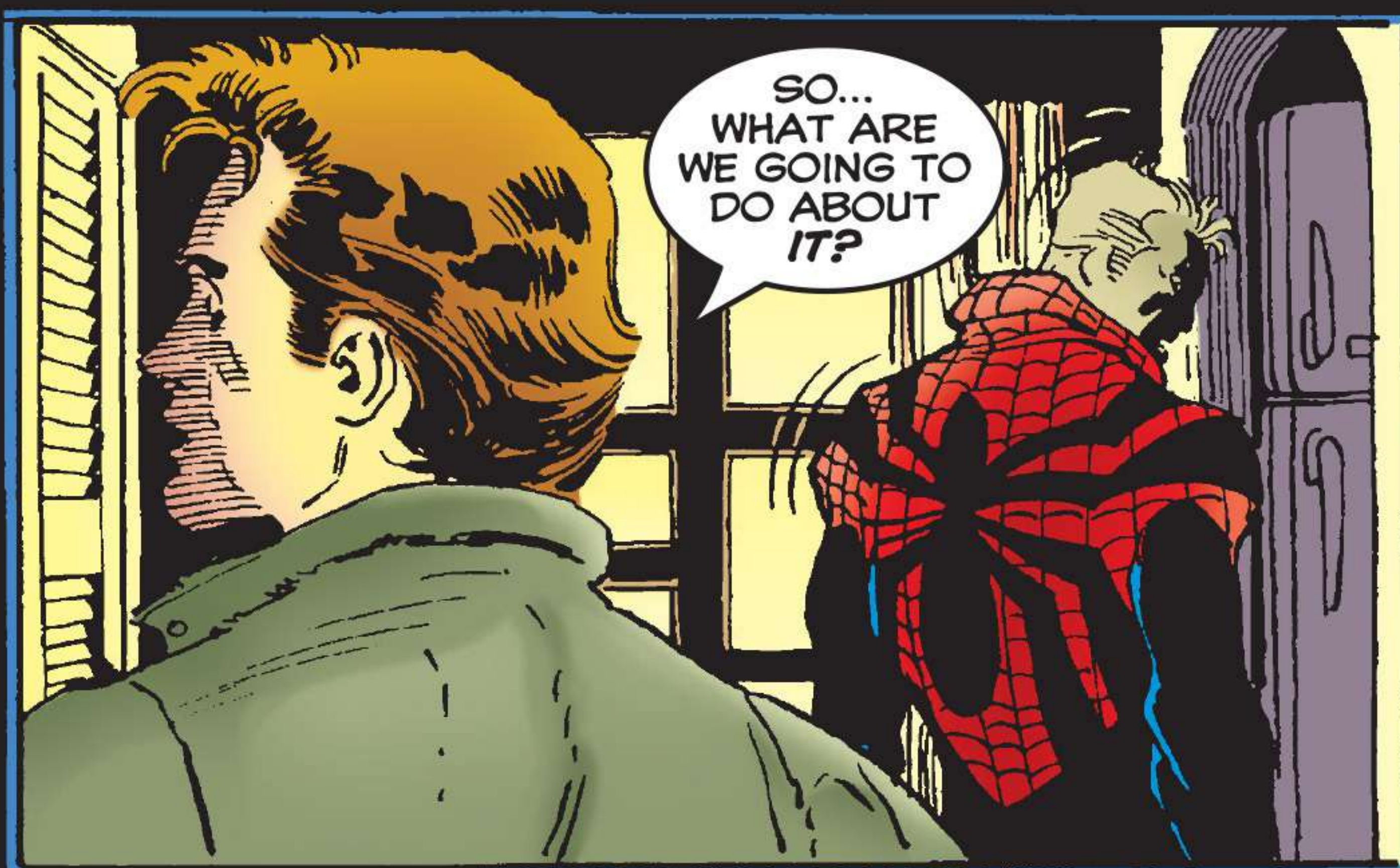
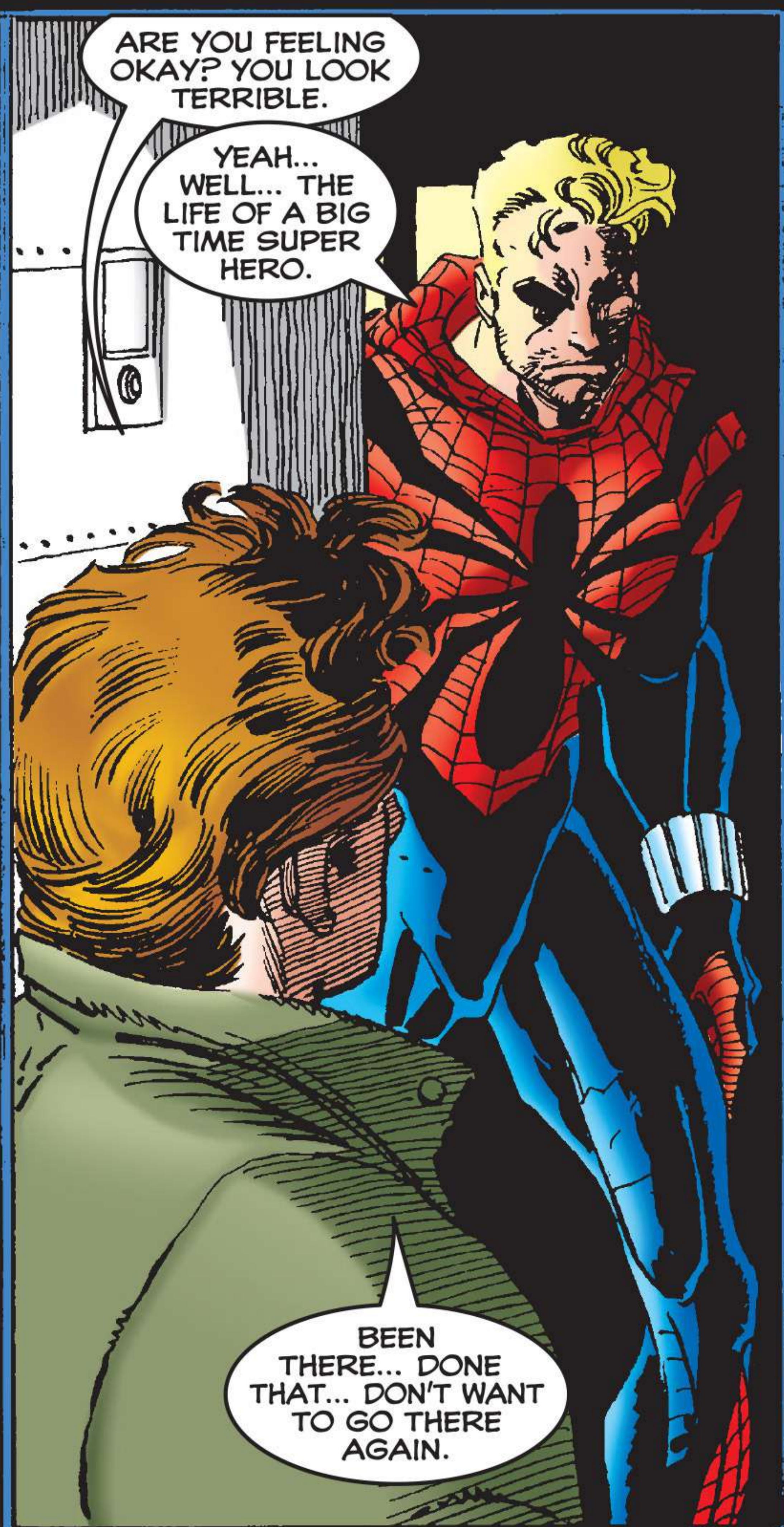
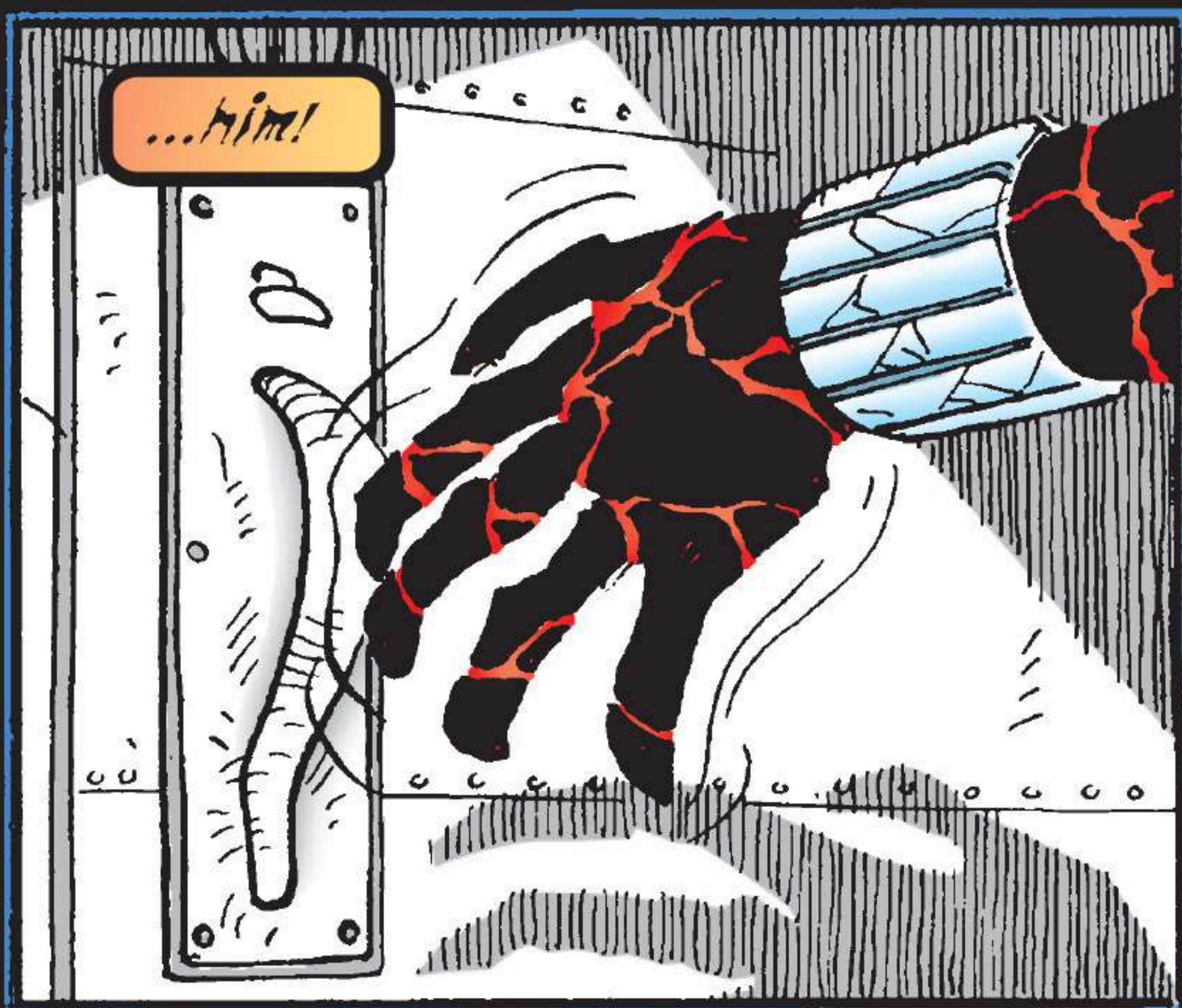
OKAY.

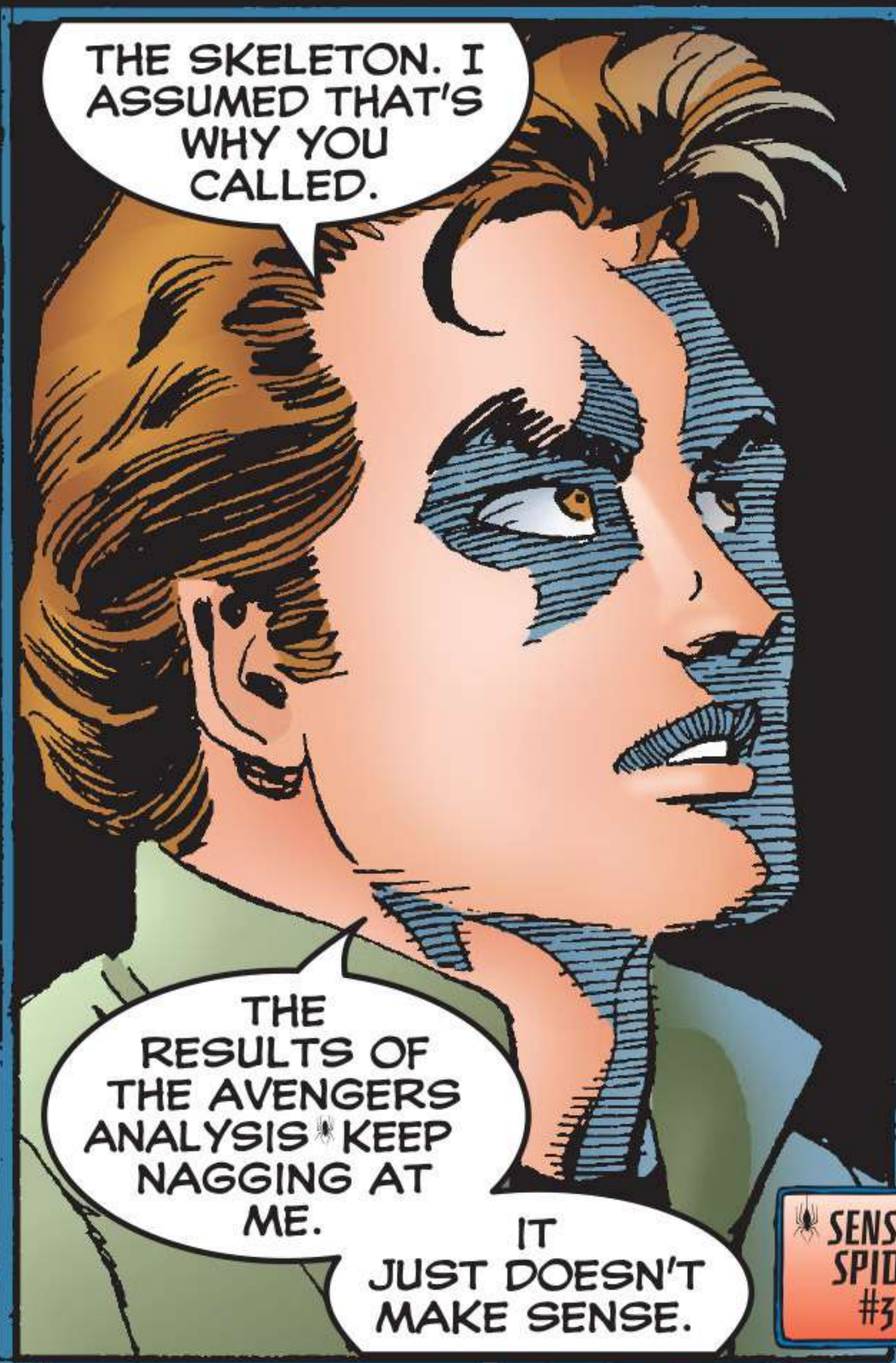
PETER, BEN CALLED A LITTLE WHILE AGO. HE SOUNDED AWFUL. I THINK MAYBE YOU SHOULD GO SEE IF --

IN A MINUTE. FIRST I NEED TO SPEND A MINUTE WITH THE MOTHER OF MY CHILD.







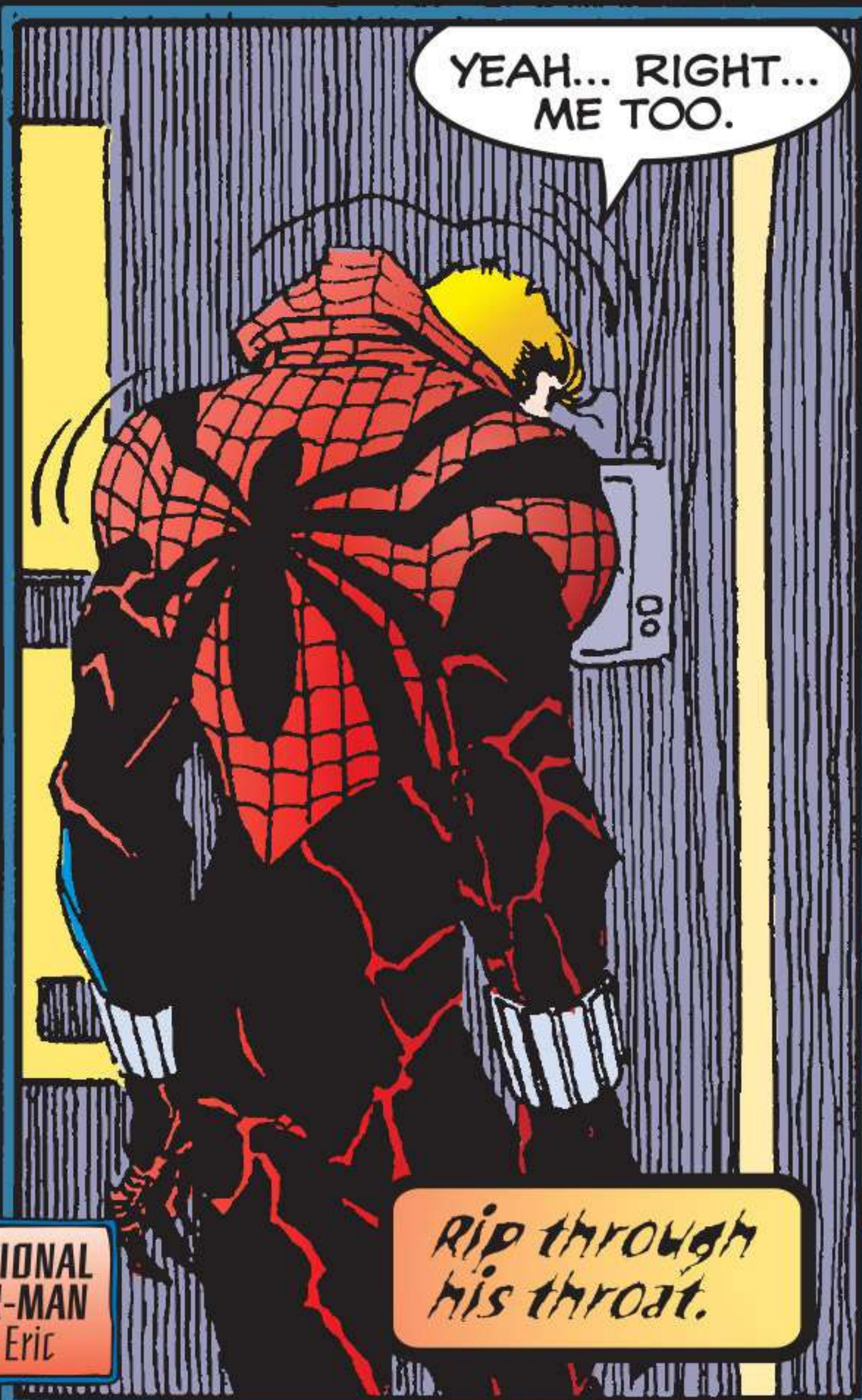


THE SKELETON. I ASSUMED THAT'S WHY YOU CALLED.

THE RESULTS OF THE AVENGERS ANALYSIS KEEP NAGGING AT ME.

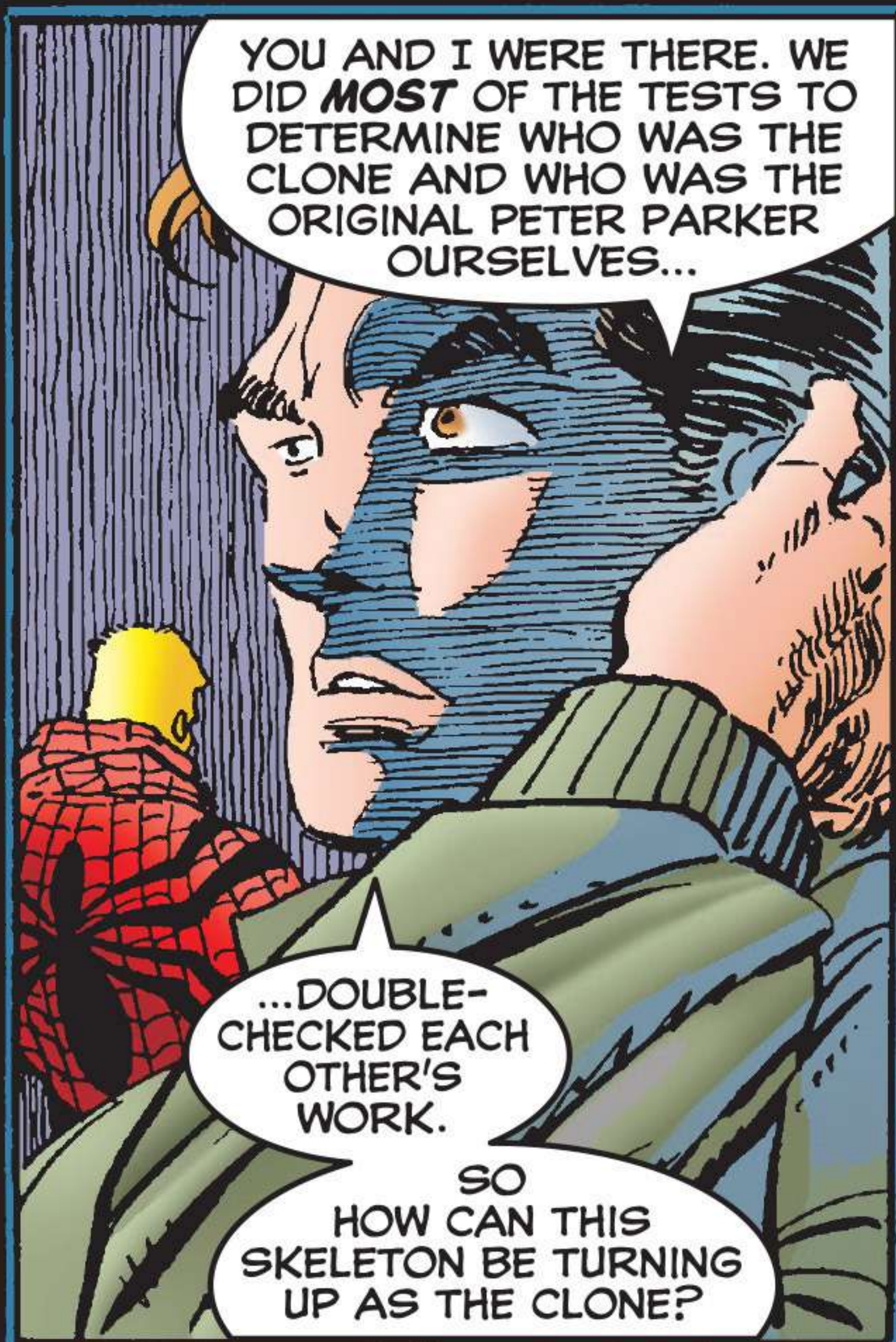
IT JUST DOESN'T MAKE SENSE.

SENSATIONAL SPIDER-MAN #3. - Eric



YEAH... RIGHT... ME TOO.

rip through his throat.



YOU AND I WERE THERE. WE DID **MOST** OF THE TESTS TO DETERMINE WHO WAS THE CLONE AND WHO WAS THE ORIGINAL PETER PARKER OURSELVES...

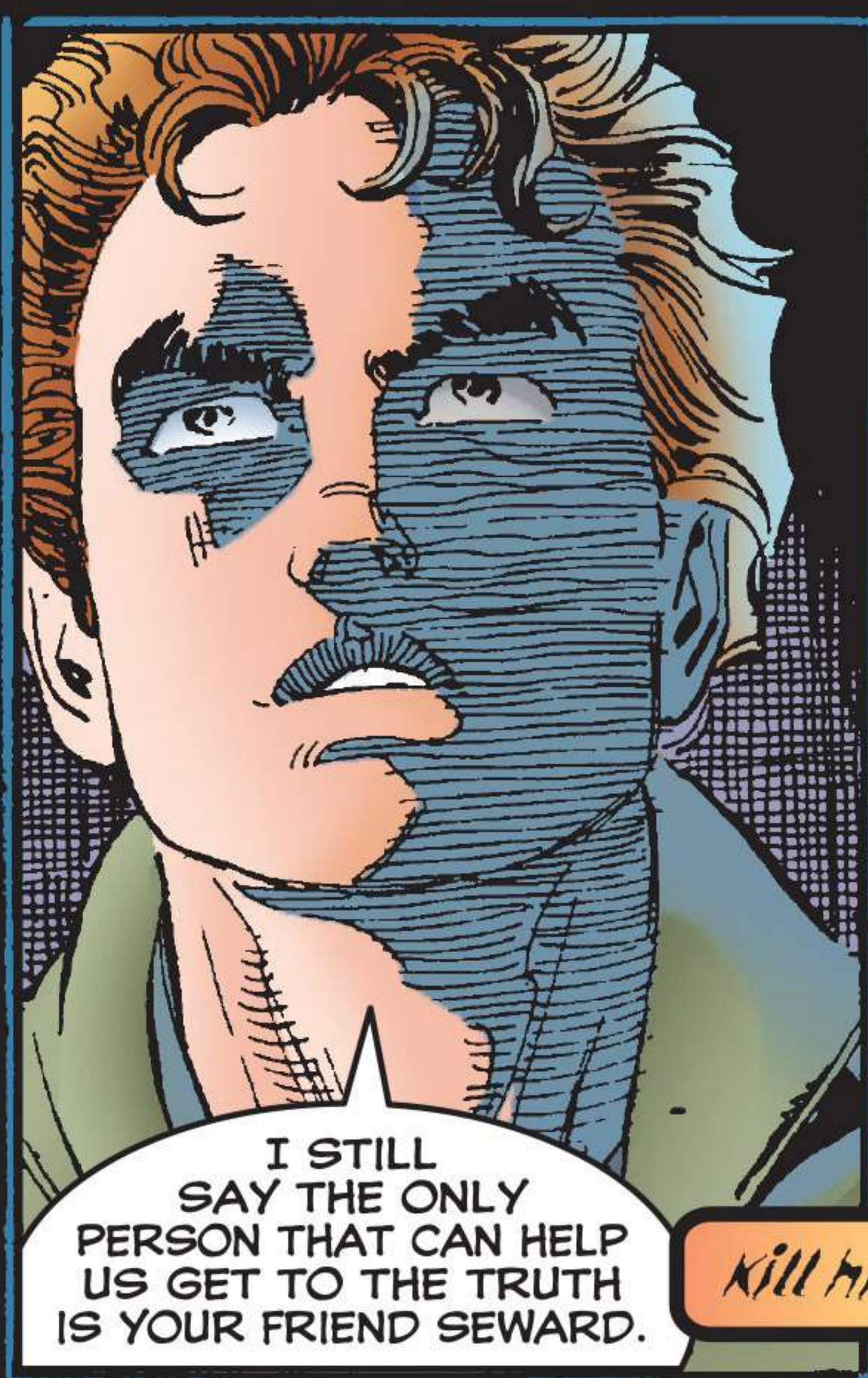
...DOUBLE-CHECKED EACH OTHER'S WORK.

SO HOW CAN THIS SKELETON BE TURNING UP AS THE CLONE?



I... DON'T... KNOW.

His blood is warm... KILL him!



I STILL SAY THE ONLY PERSON THAT CAN HELP US GET TO THE TRUTH IS YOUR FRIEND SEWARD.

Kill him.



HE BLEW ME OFF WHEN I TRIED TO SEE HIM IN THE HOSPITAL YESTERDAY.



I WANT YOU TO GO WITH ME TO SEE HIM IN THE HOSPITAL. HE'LL TALK TO YOU.



KILL!



WE'VE GOT TO PUT THIS BEHIND US... I THOUGHT IT WAS THERE ALREADY...

...BUT LET'S FINISH IT UP AND GET ON WITH OUR LIVES.



SO HOW ABOUT YOU GET DRESSED...

KILL!

...AND THE TWO OF US GO TO SEE HIM TOGETHER?

KILL!



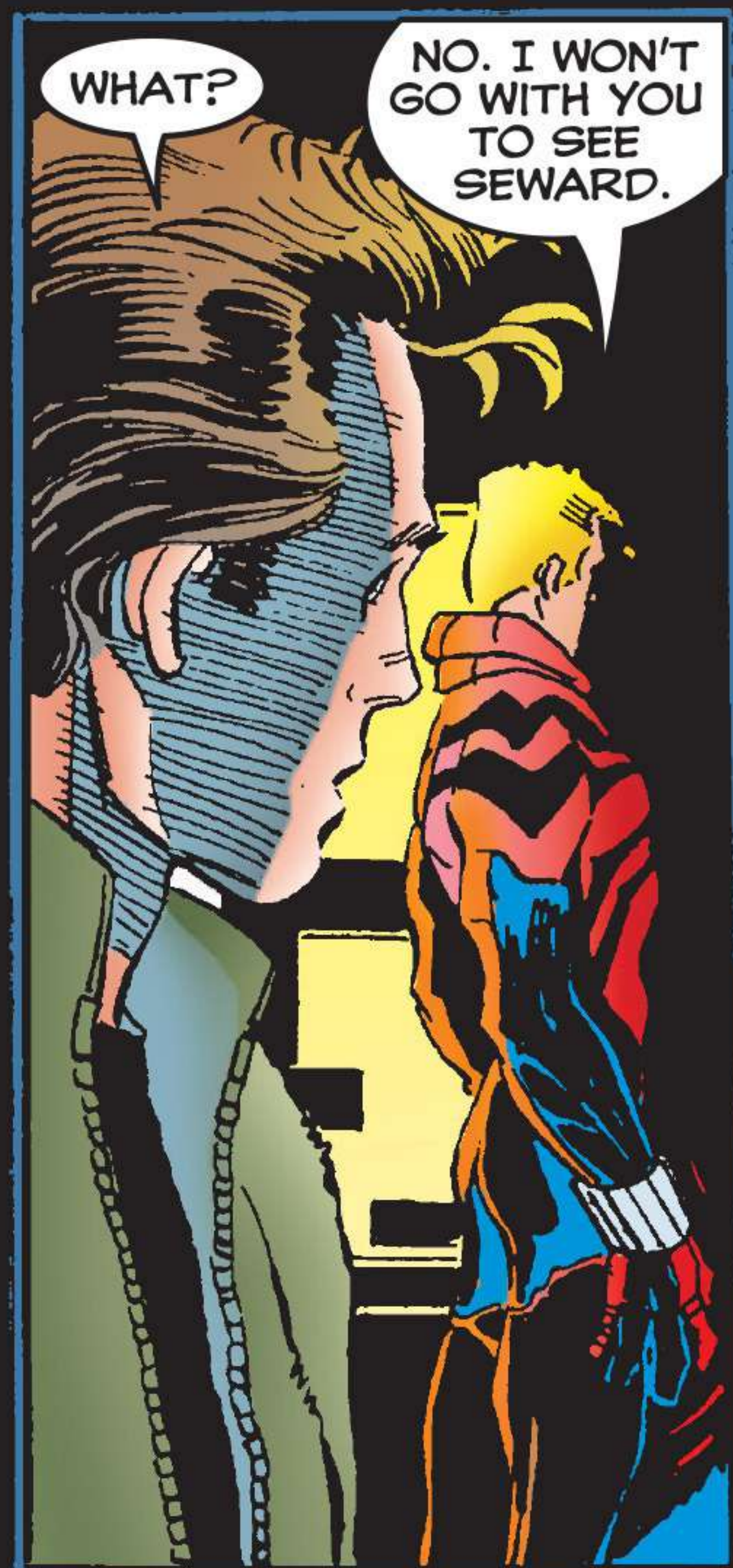
No!



AND GET TO THE TRUTH.

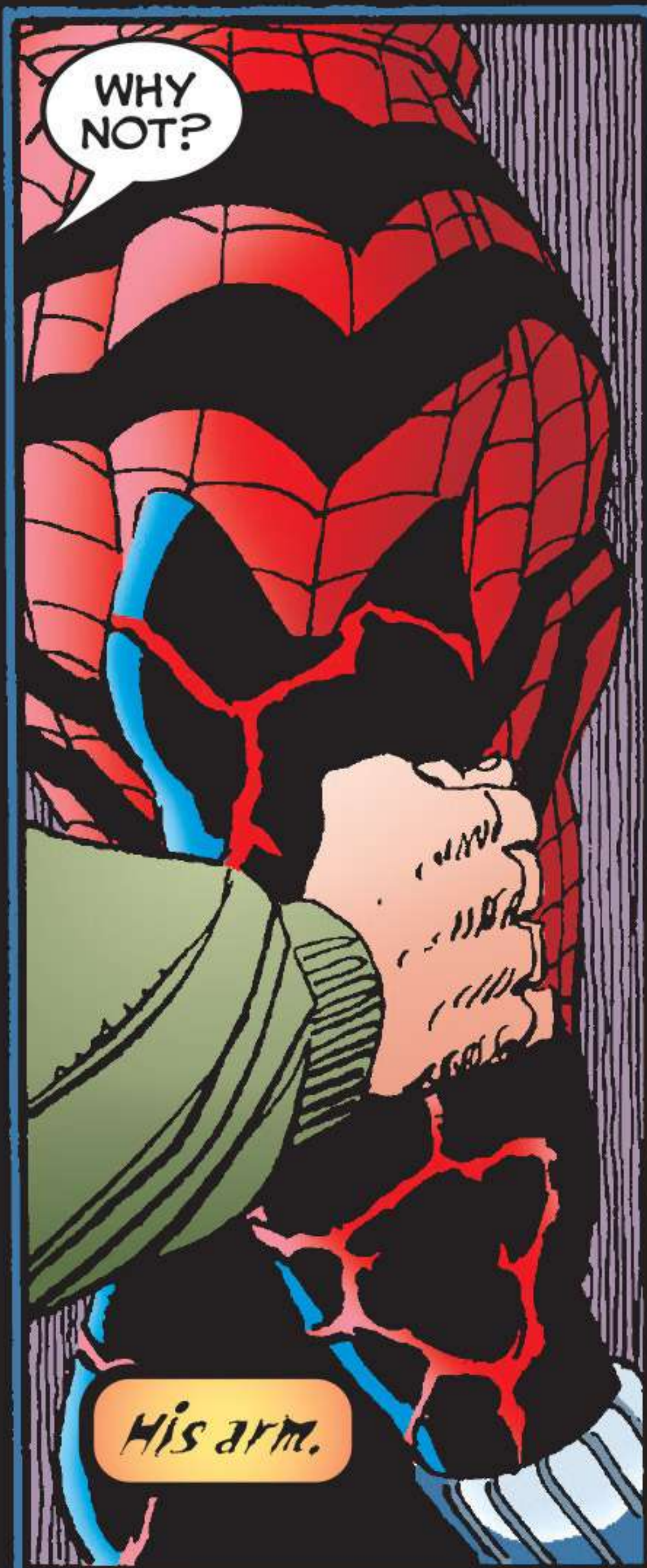


KILL! KILL! KILL!



WHAT?

NO. I WON'T GO WITH YOU TO SEE SEWARD.



WHY NOT?

His arm.



DON'T YOU WANT TO GET TO THE TRUTH?

Tear it off.

DON'T YOU WANT TO KNOW WHAT SEWARD IS HIDING?



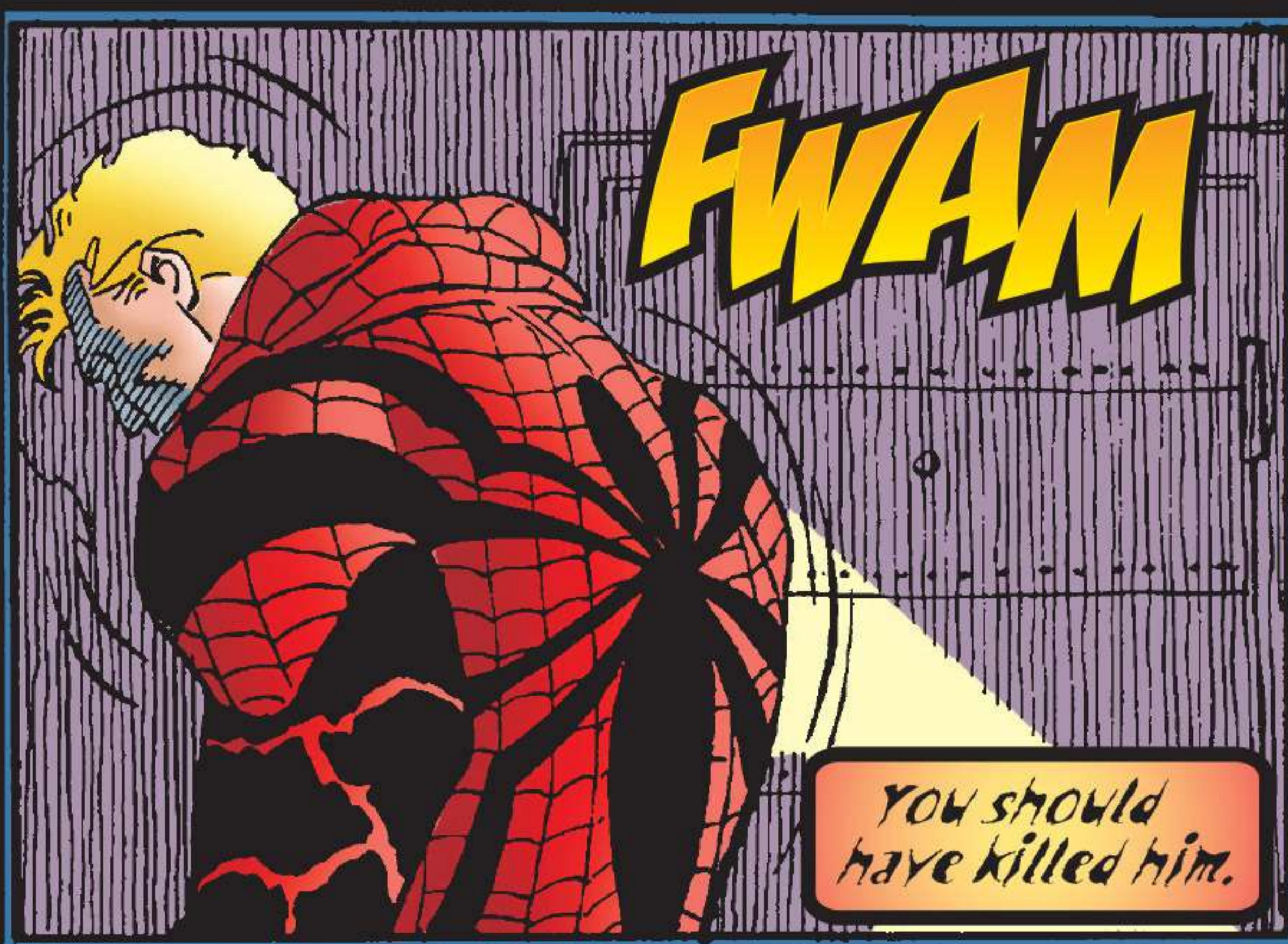
I ALREADY KNOW THE TRUTH.

AND I TRUST SEWARD. HE SAVED MY LIFE.



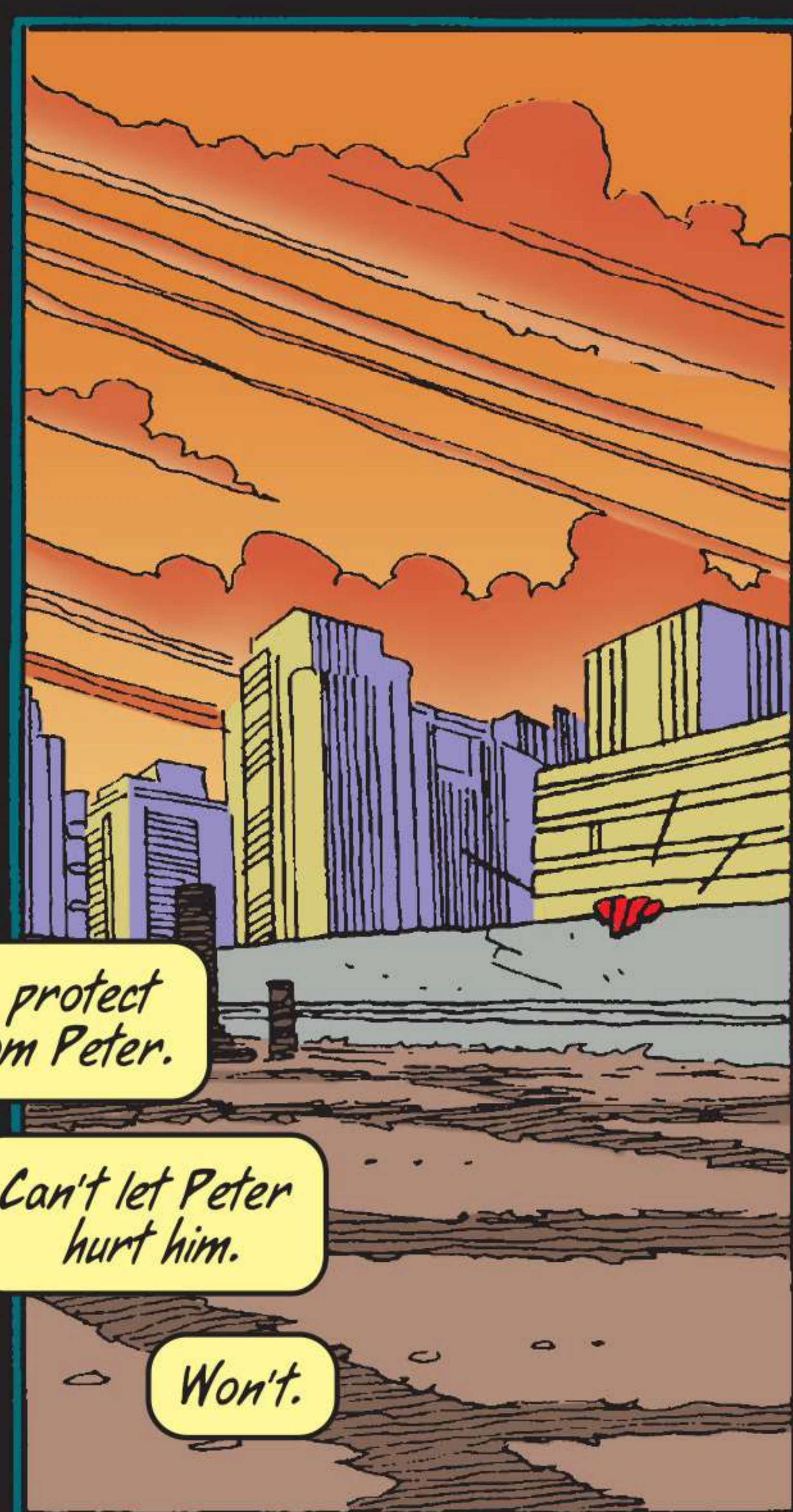
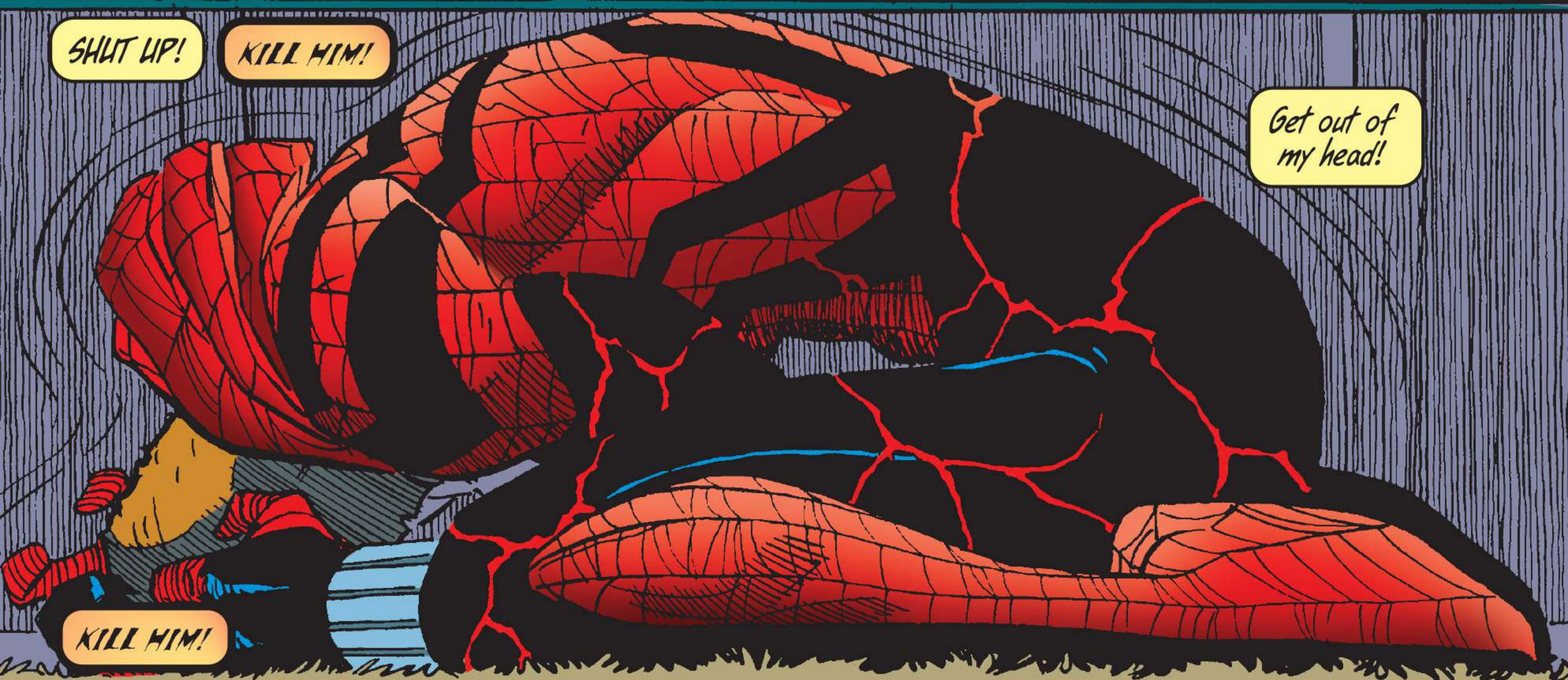
I DON'T THINK HE'S HIDING ANYTHING. NOW I THINK YOU SHOULD LEAVE.

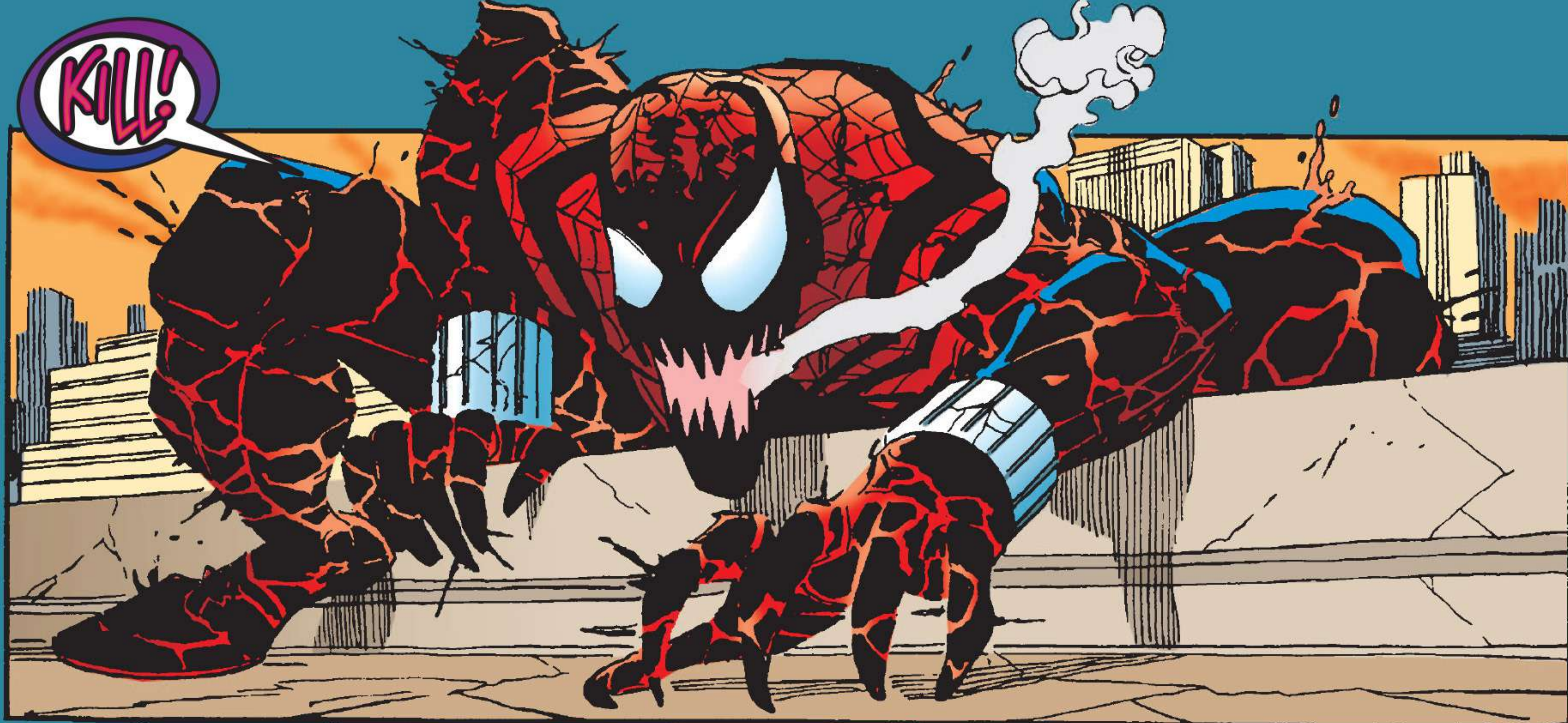
FINE. I'LL GO MYSELF. AND THIS TIME I'LL MAKE HIM TALK TO ME!



FWAM

You should have killed him.

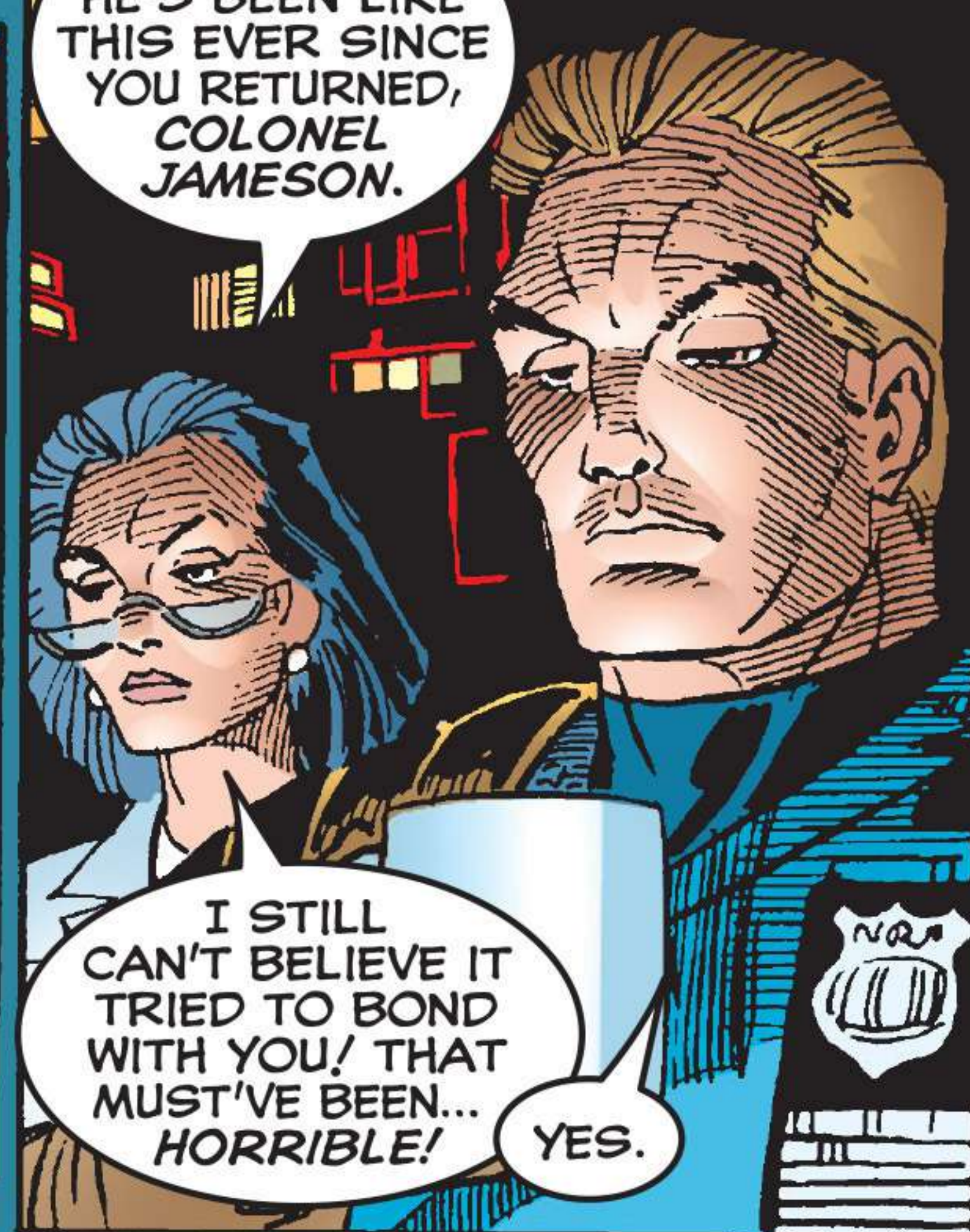




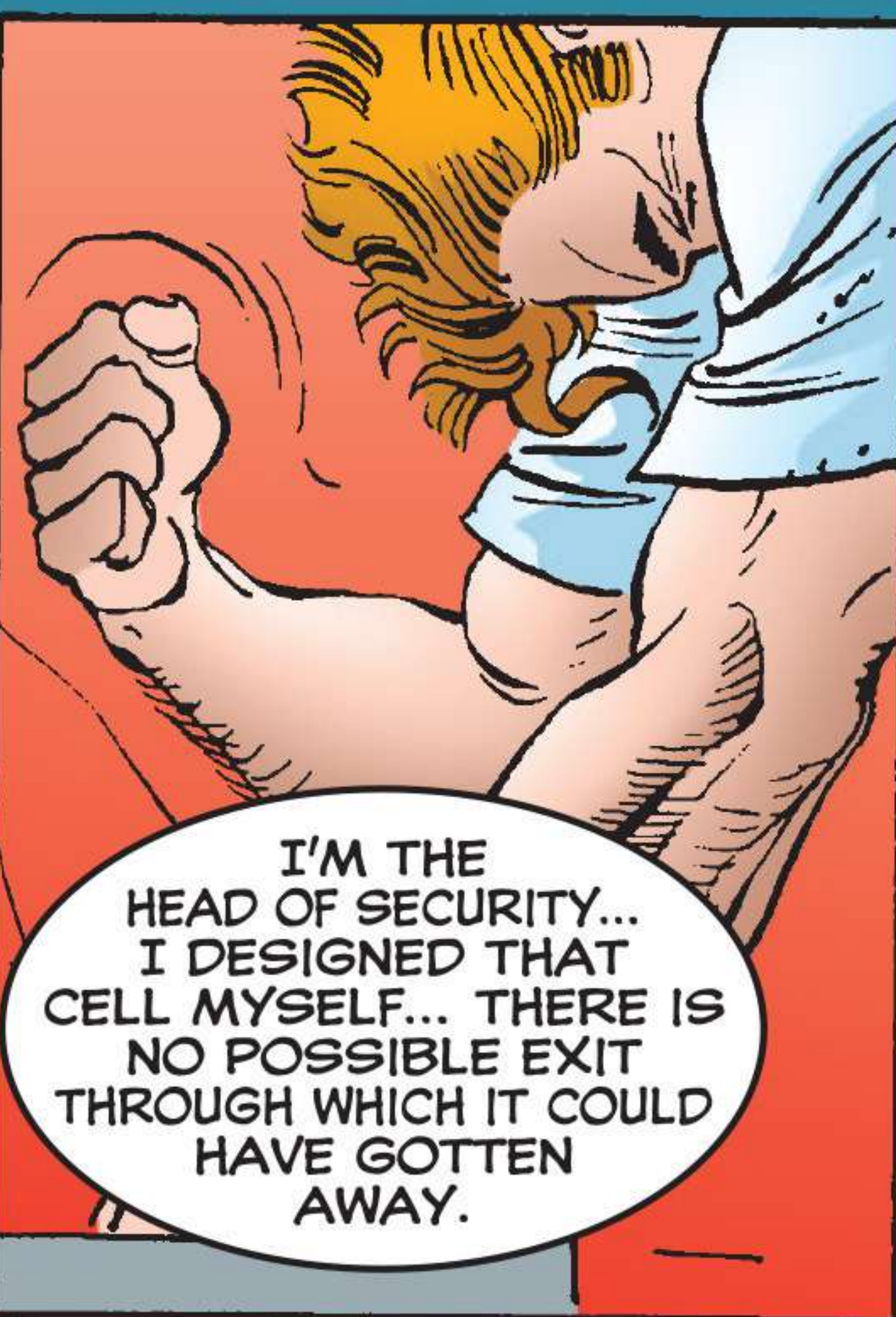
RAVENCROFT
INSTITUTE.



HE'S BEEN LIKE
THIS EVER SINCE
YOU RETURNED,
COLONEL
JAMESON.



COLONEL,
CAN YOU THINK OF
ANY WAY IN WHICH
THE SYMBIOTE COULD
HAVE ESCAPED
THE HOLDING
CELL?



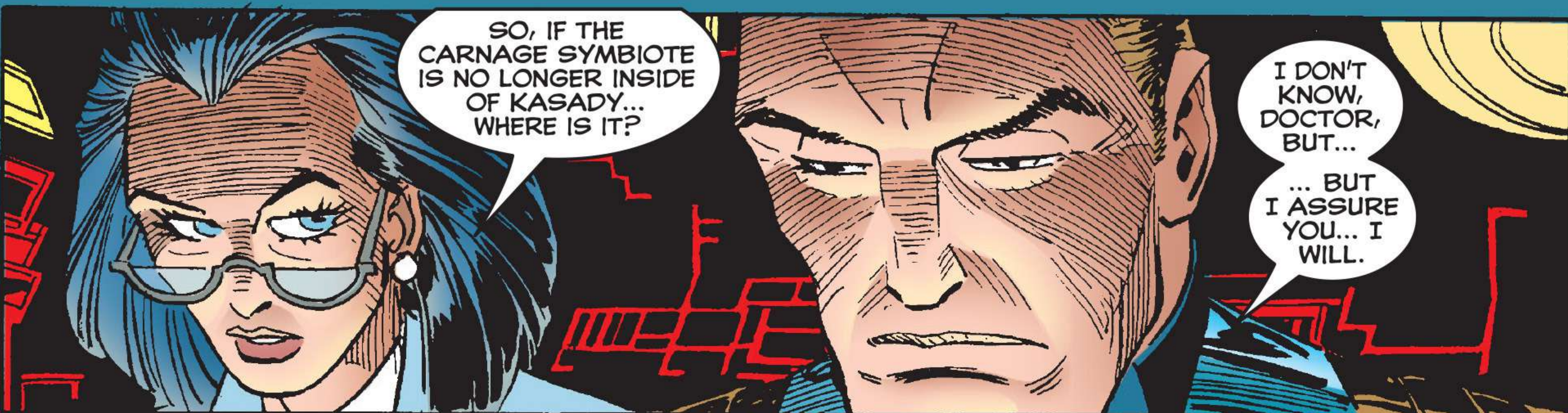
WELL,
COLONEL, IT
DID GET OUT. IT
DID TRY TO BOND
WITH YOU AND NOW
IT'S OUT THERE
SOMEWHERE.

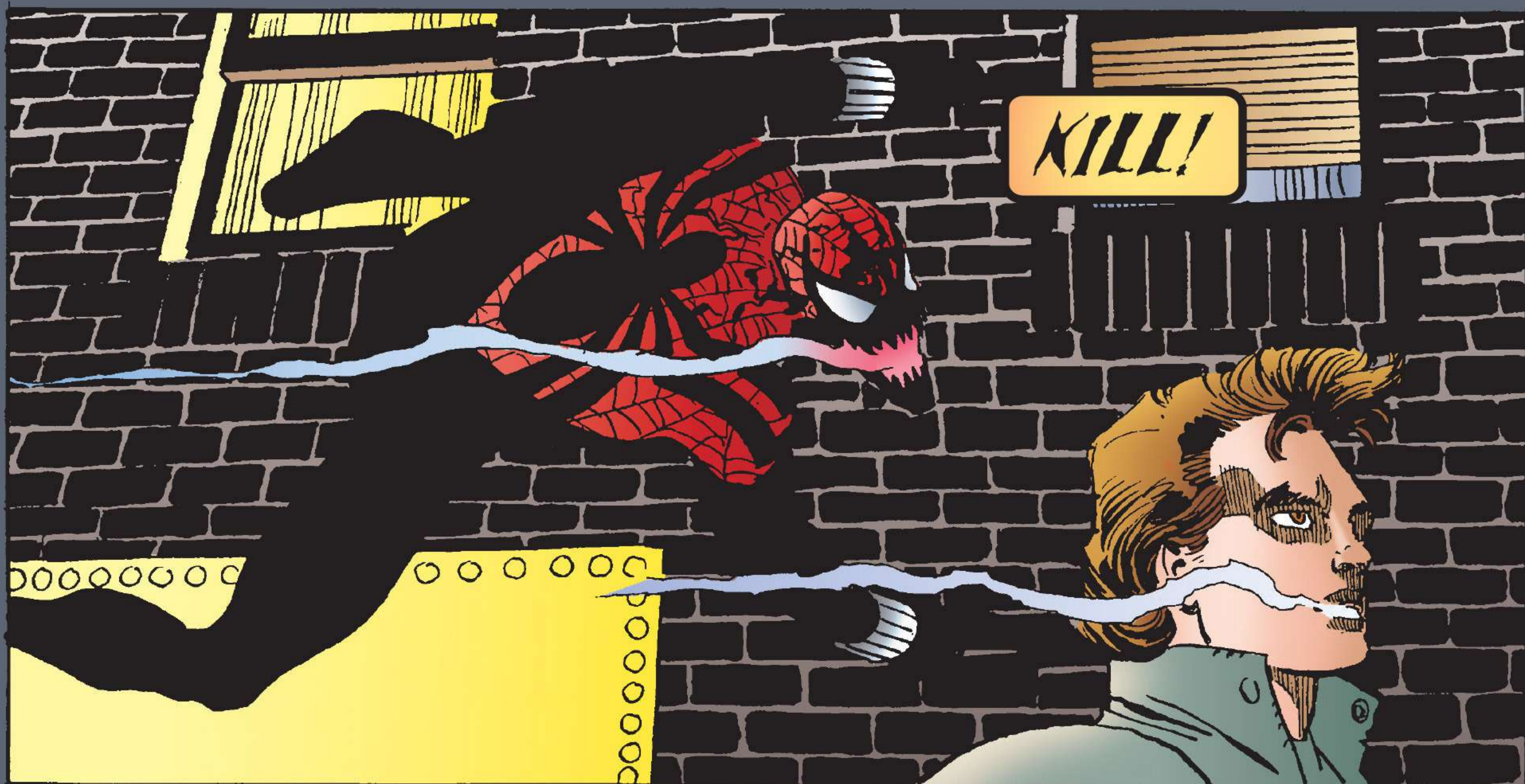
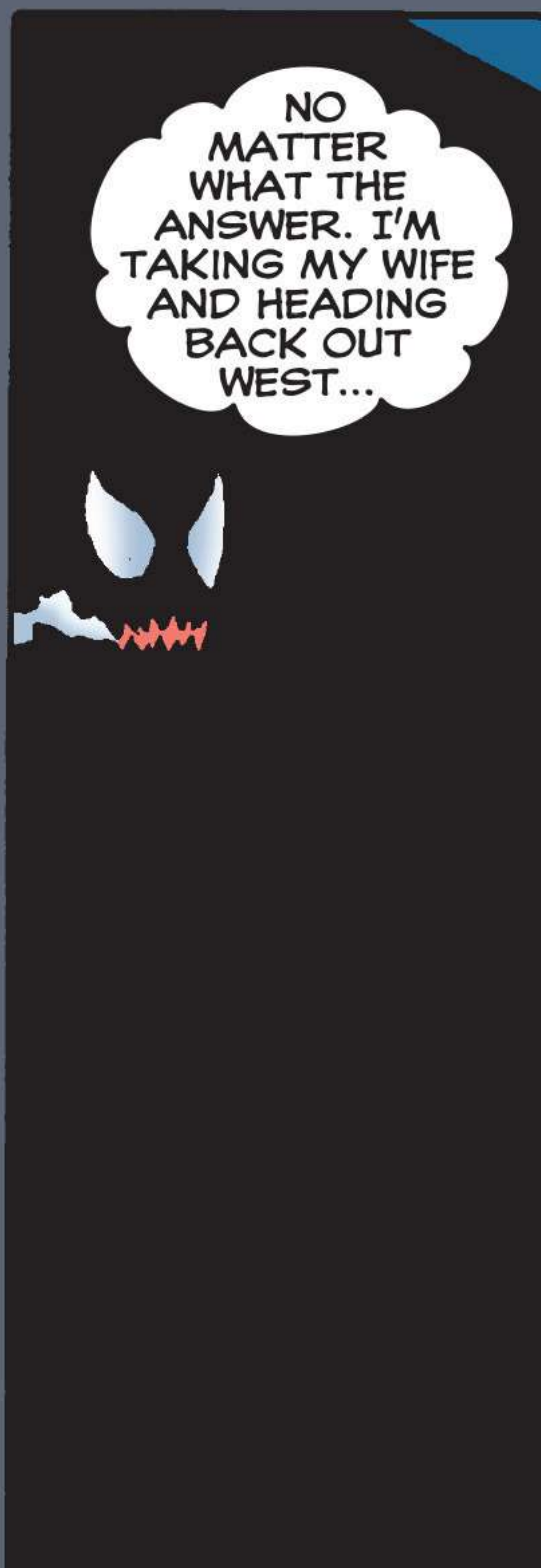


SO, IF THE
CARNAGE SYMBIOTE
IS NO LONGER INSIDE
OF KASADY...
WHERE IS IT?

I DON'T
KNOW,
DOCTOR,
BUT...

... BUT
I ASSURE
YOU... I
WILL.





NO!

I'm... NOT... going
to... hurt him!

I can't... control...
this... thing.

Just... want... to...
protect... Seward.

KILL!

AT THE HOSPITAL, A
SHORT TIME LATER...

THIS
IS TRAINER'S
ROOM, BUT
THE BED...
EMPTY?

EXCUSE ME,
NURSE...? I WAS
LOOKING FOR Dr.
TRAINER. HE'S A
PATIENT HERE.

THAT
HE **WAS**. BUT
HE CHECKED OUT
EARLIER TODAY.

AT THAT MOMENT,
ON THE ROOF...

YOU MUST
kill!

Destroy the ones
that would hurt
you... us.

NO.

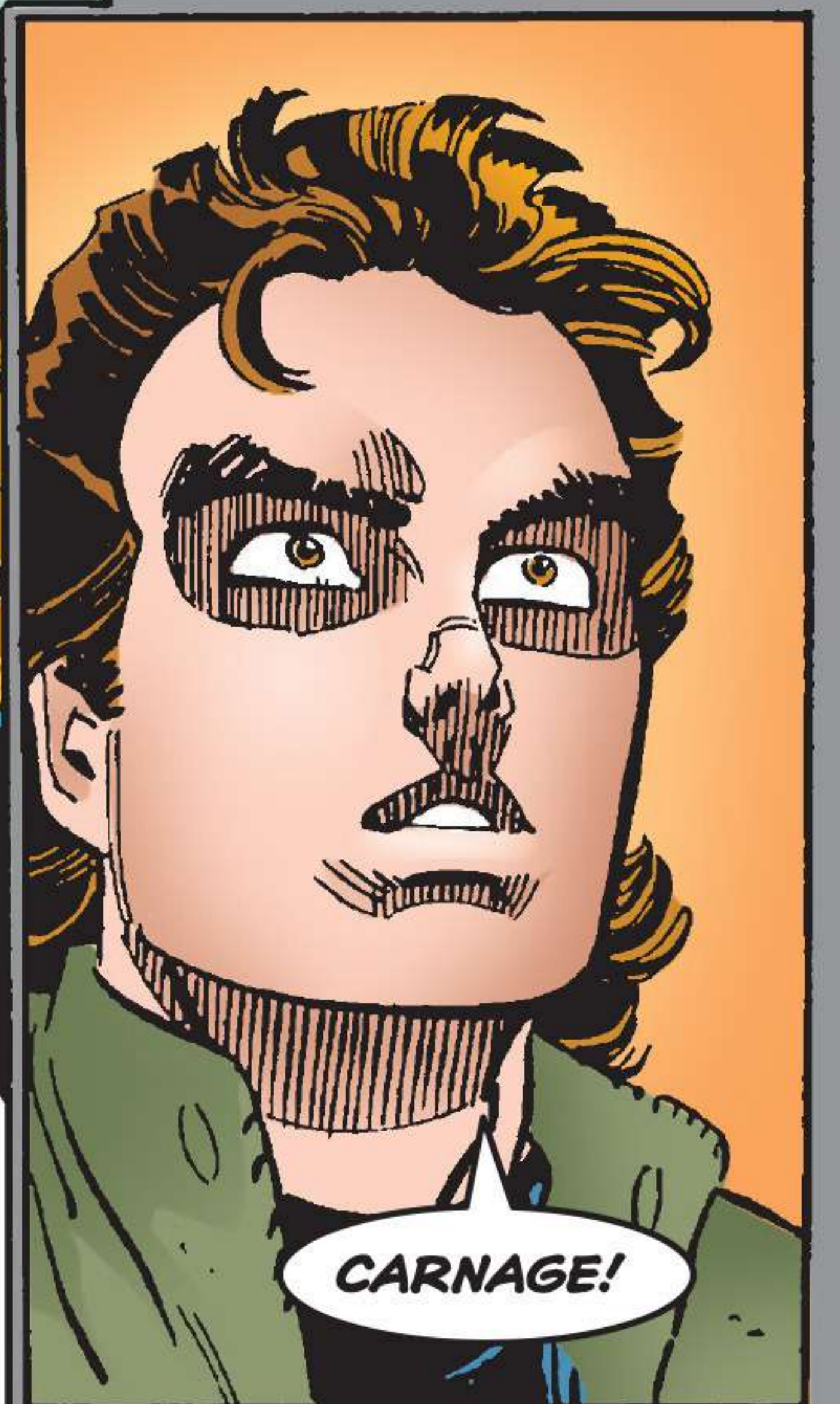
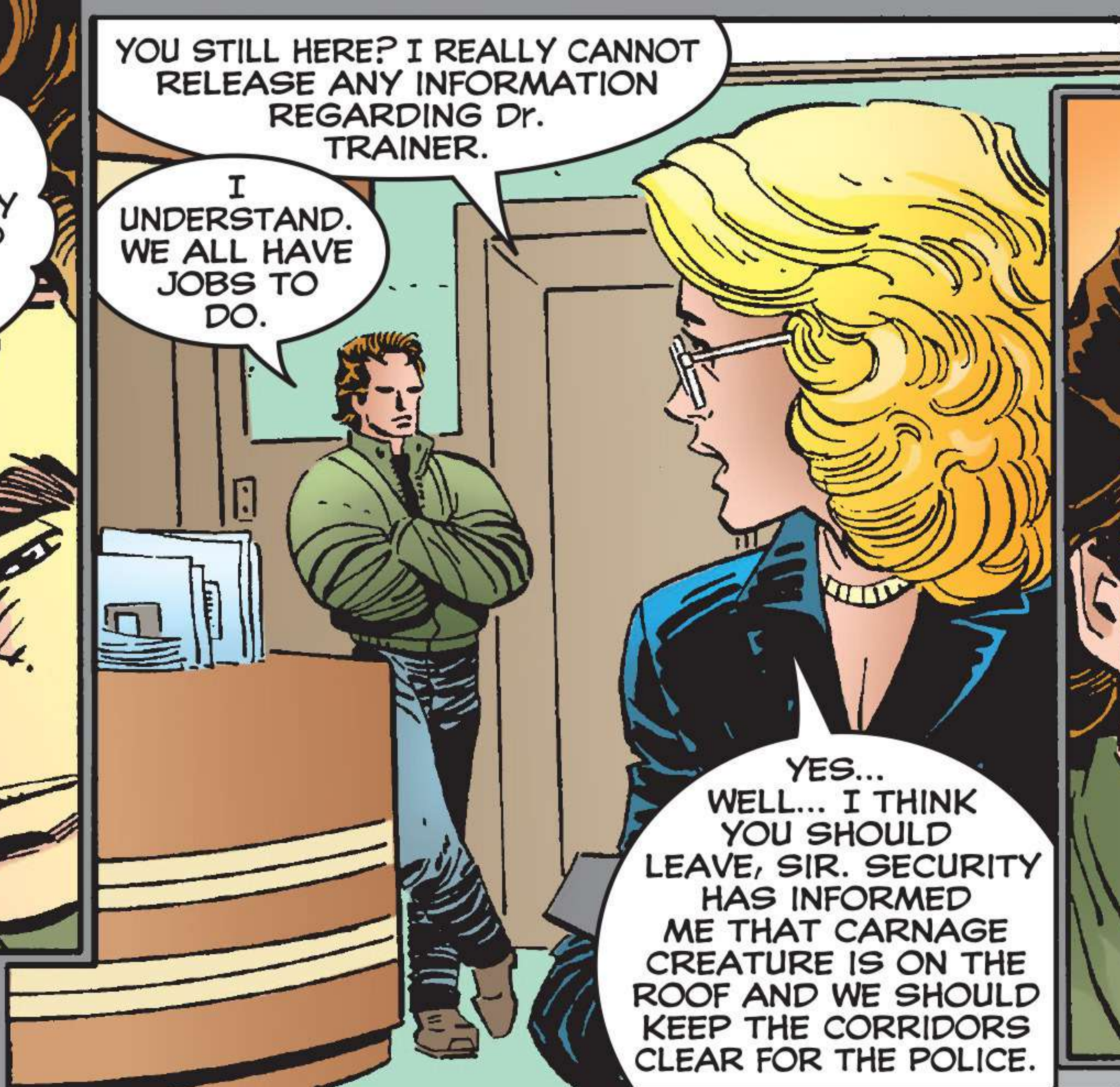
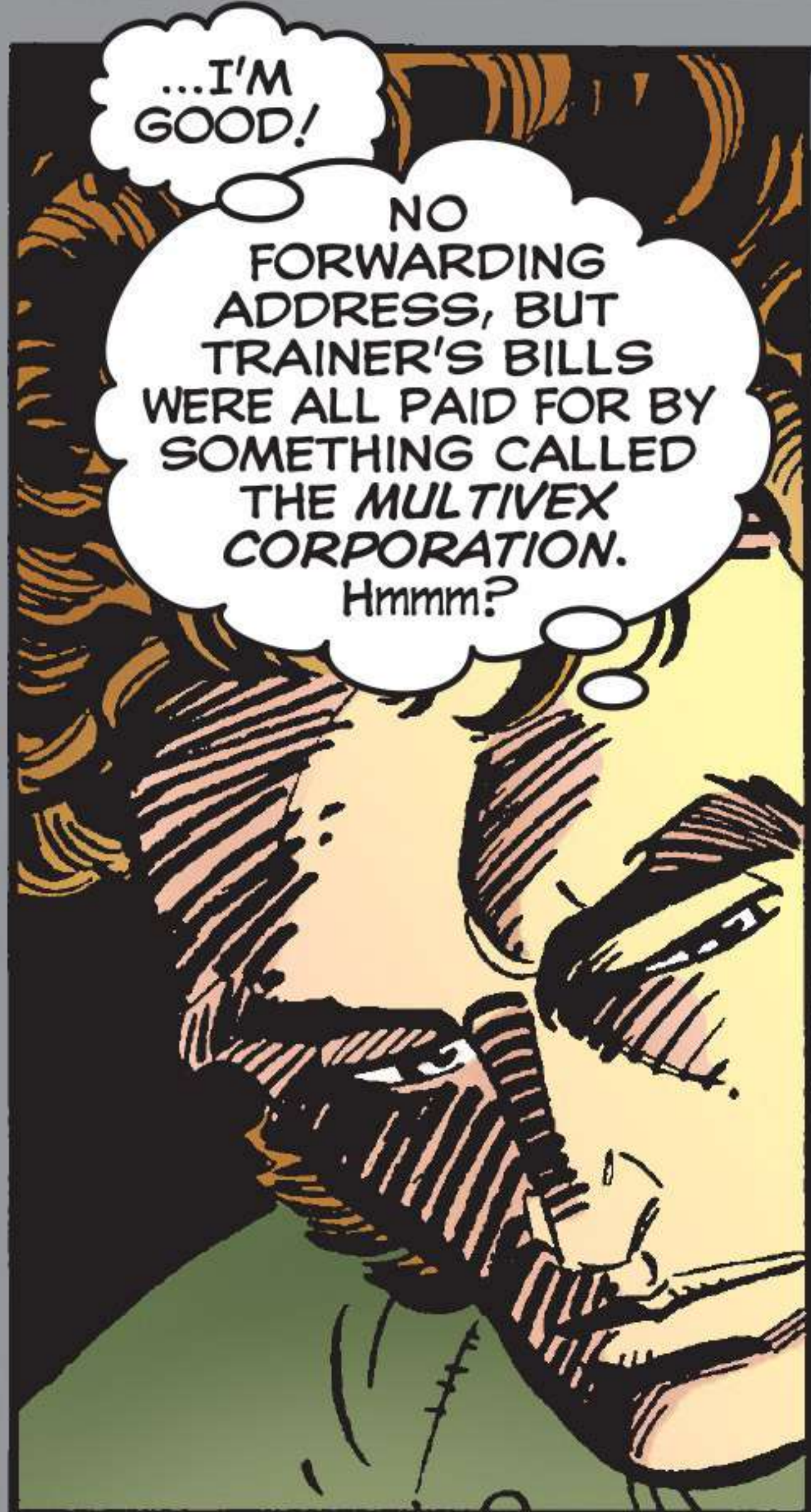
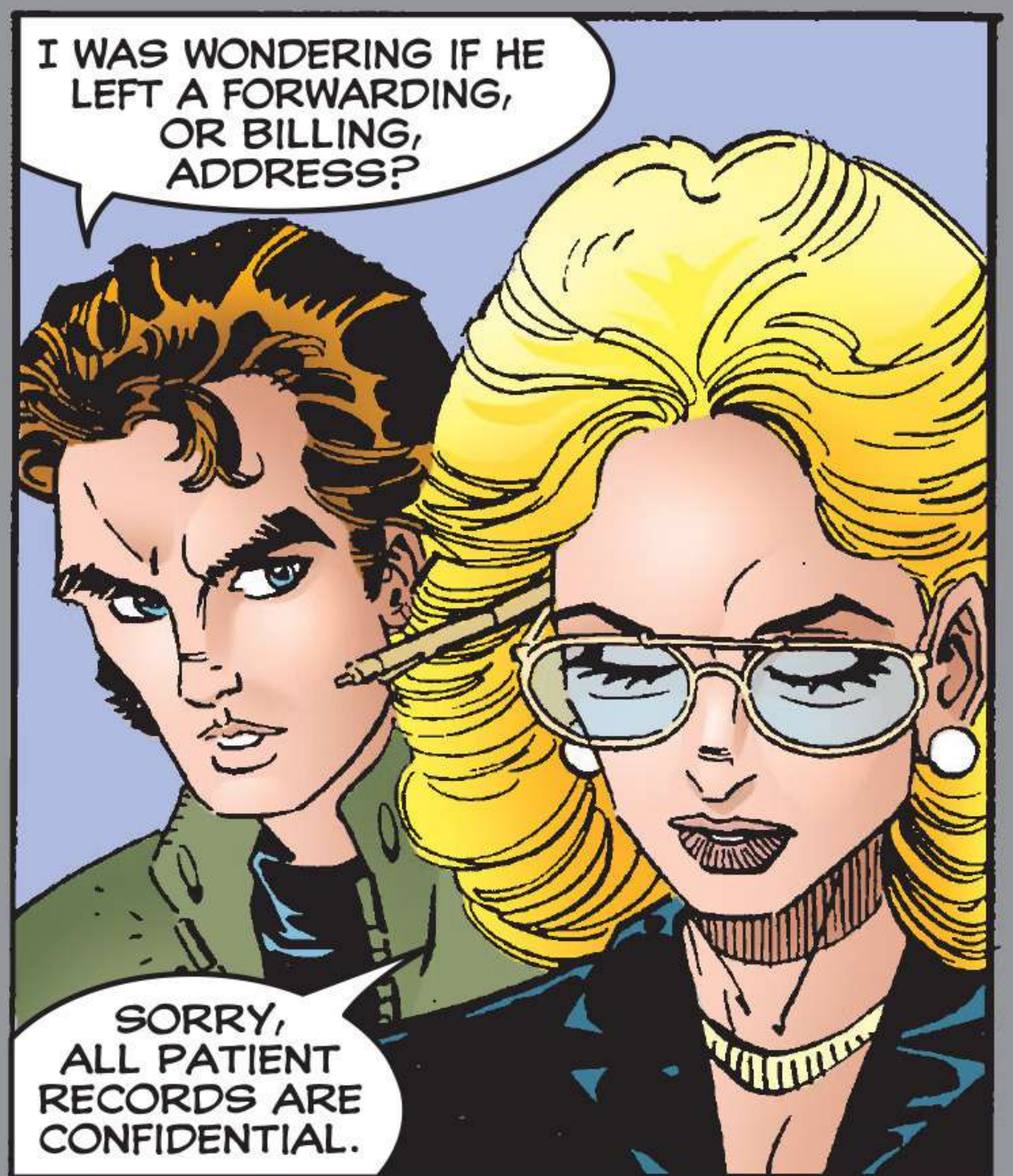
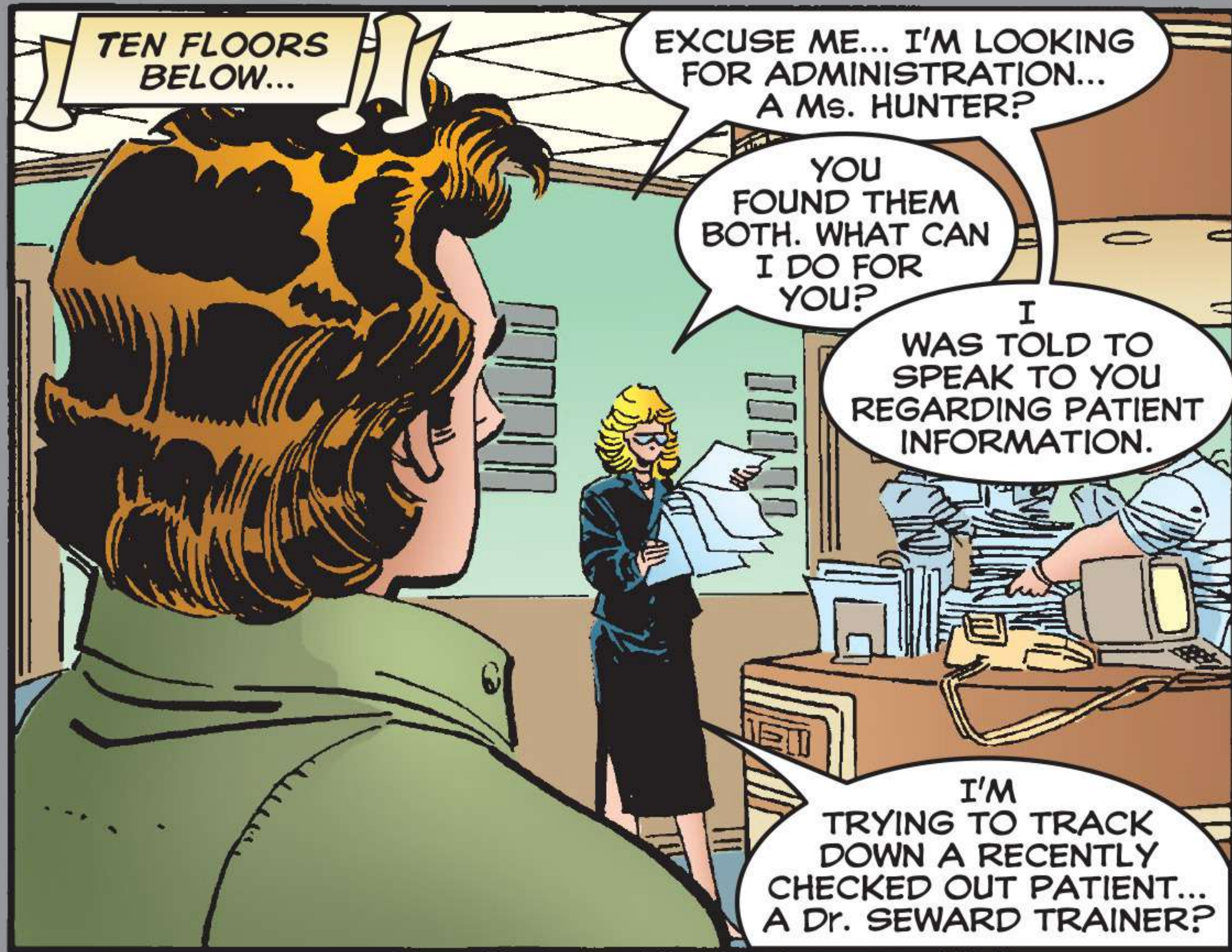
Get OUT of
my head.

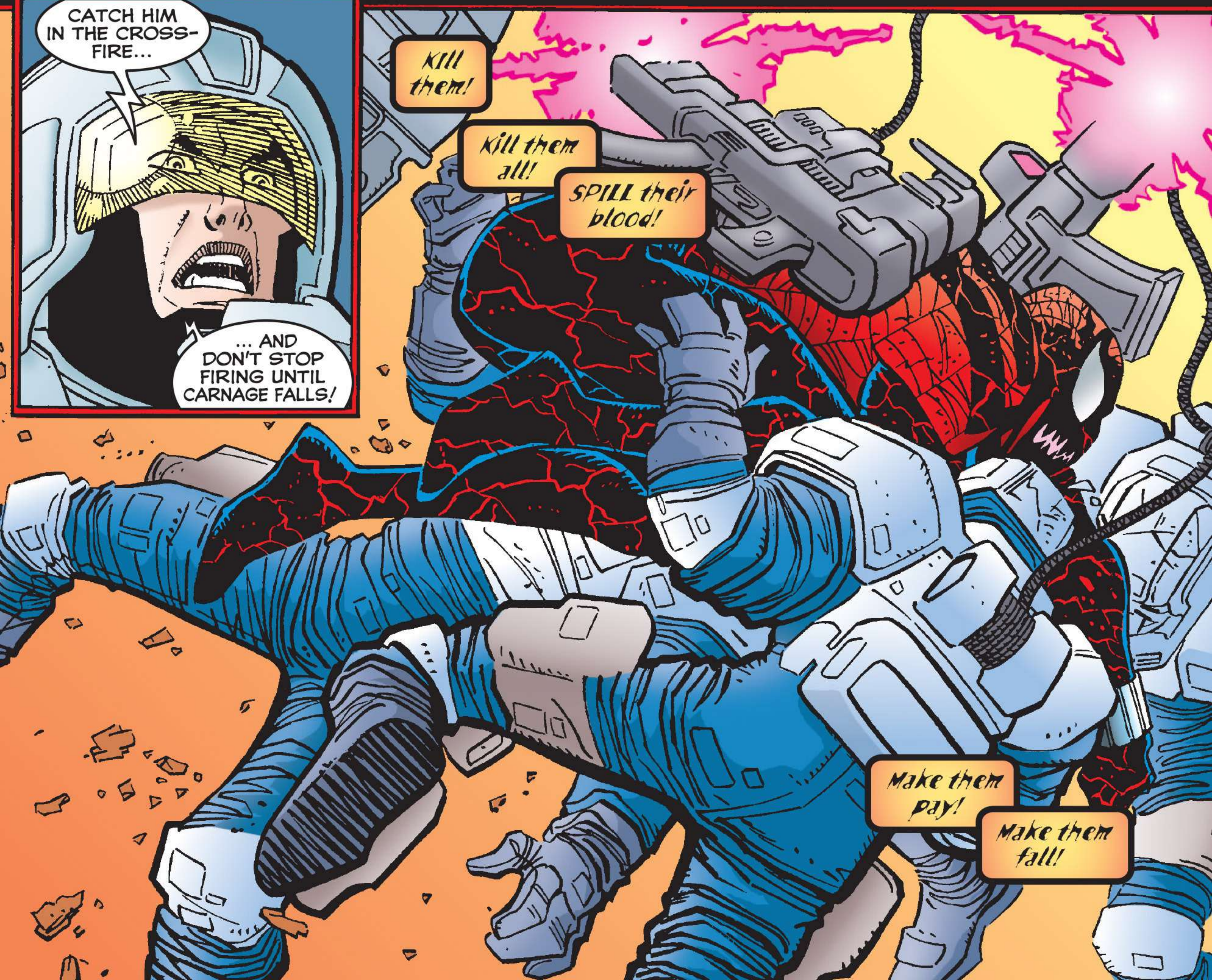
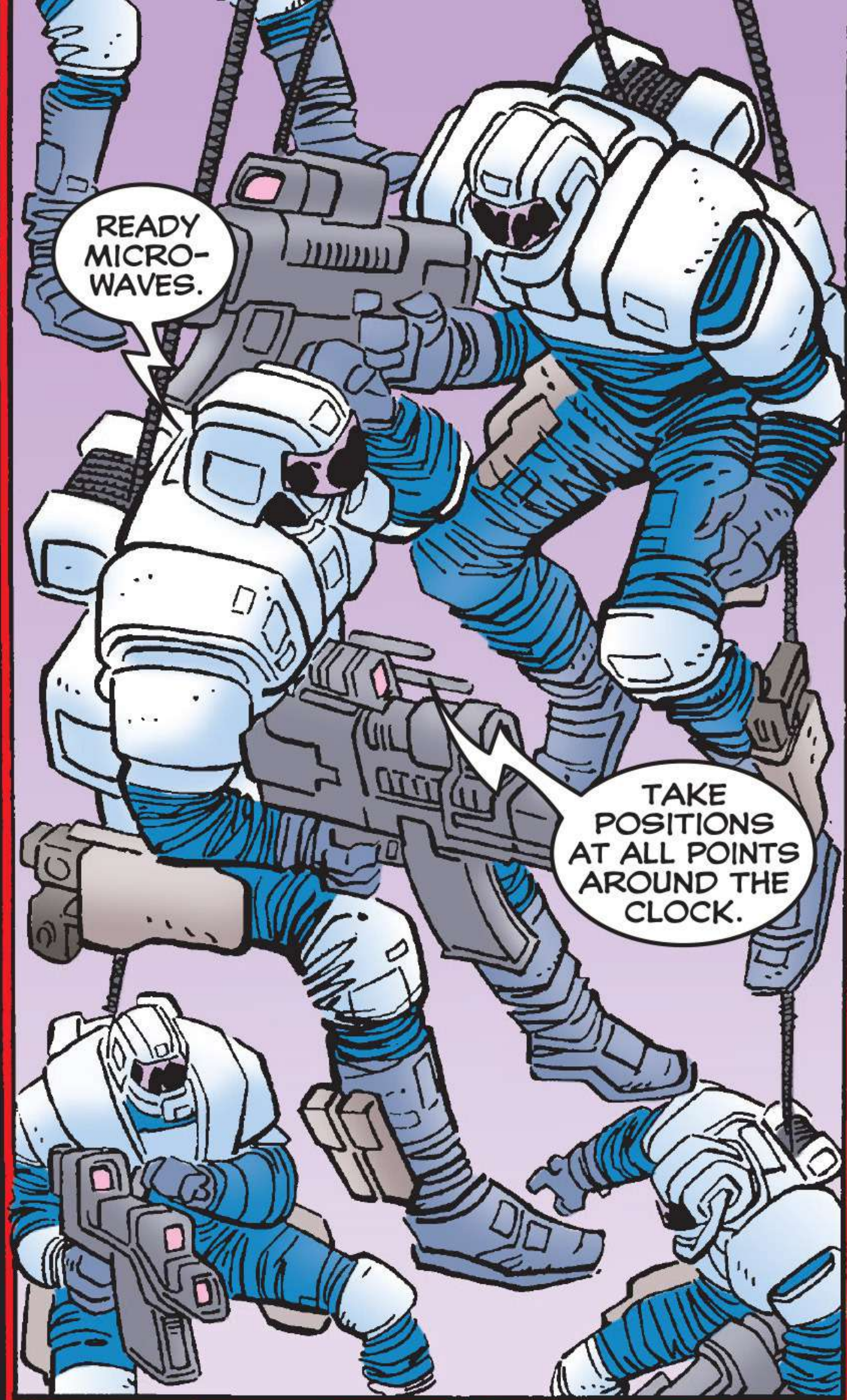
Get out of
my BODY!

YOU cannot
win!

I will EXTERMINATE
you first.

Take your
best shot.

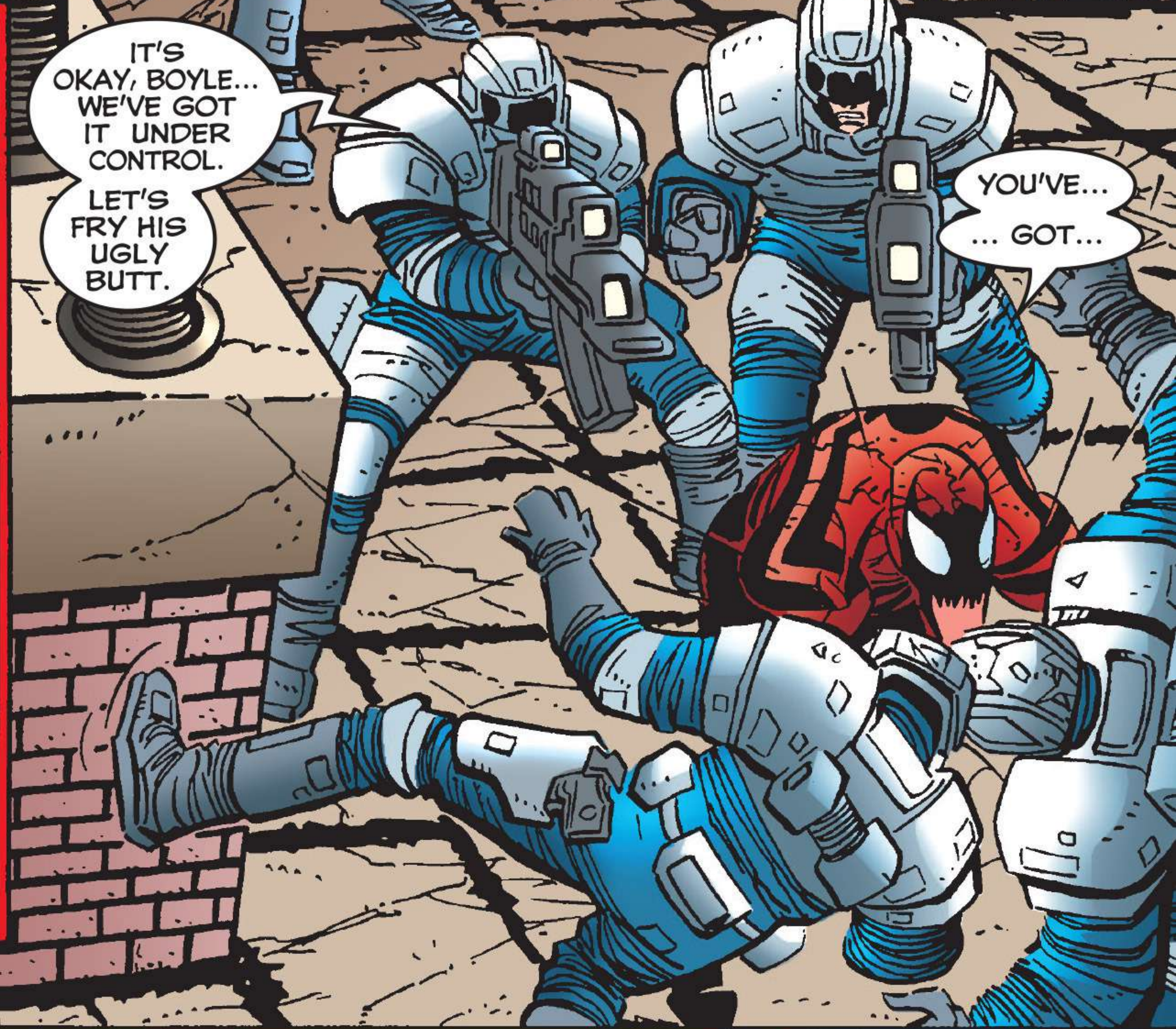






COLONEL!
WE'VE TAKEN A
HIT! LOSING CONTROL
OF THE STABILIZERS!
GOT TO LAND.

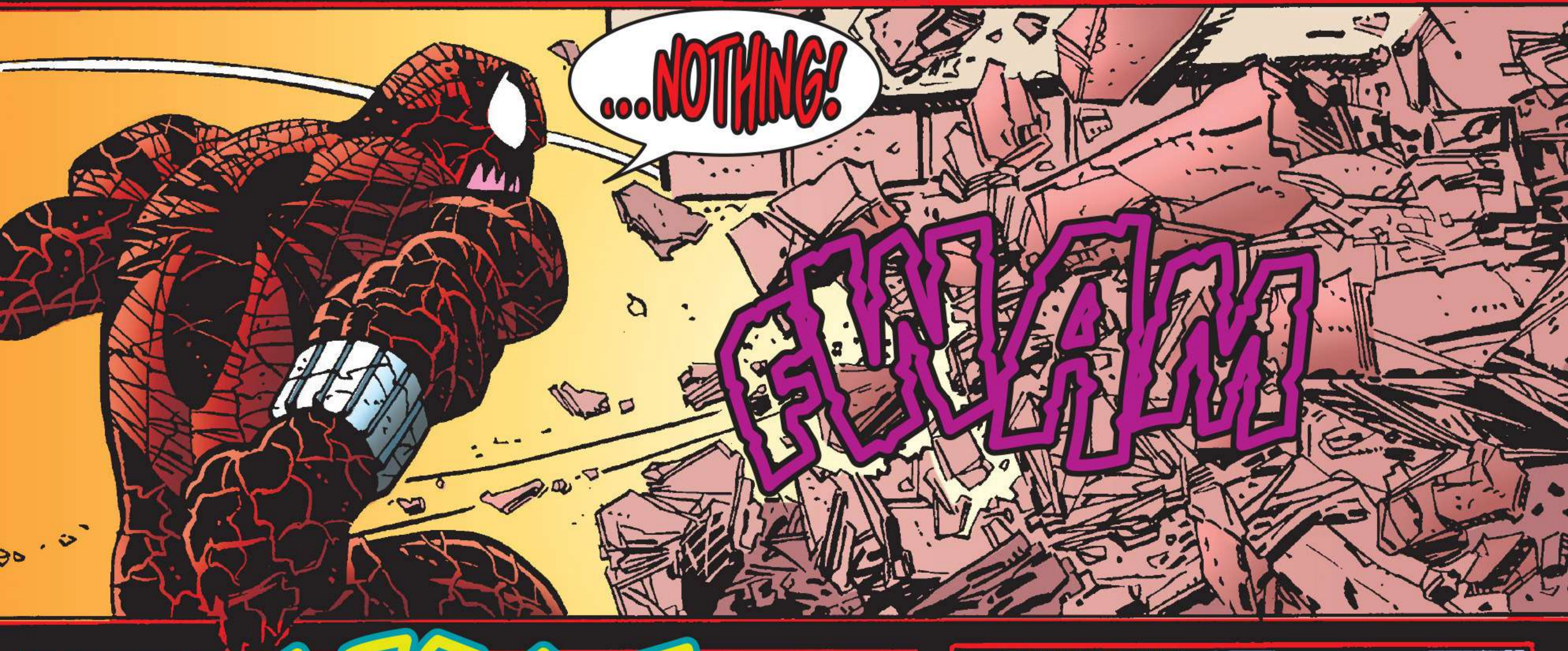
SORRY,
COLONEL.



IT'S
OKAY, BOYLE...
WE'VE GOT
IT UNDER
CONTROL.

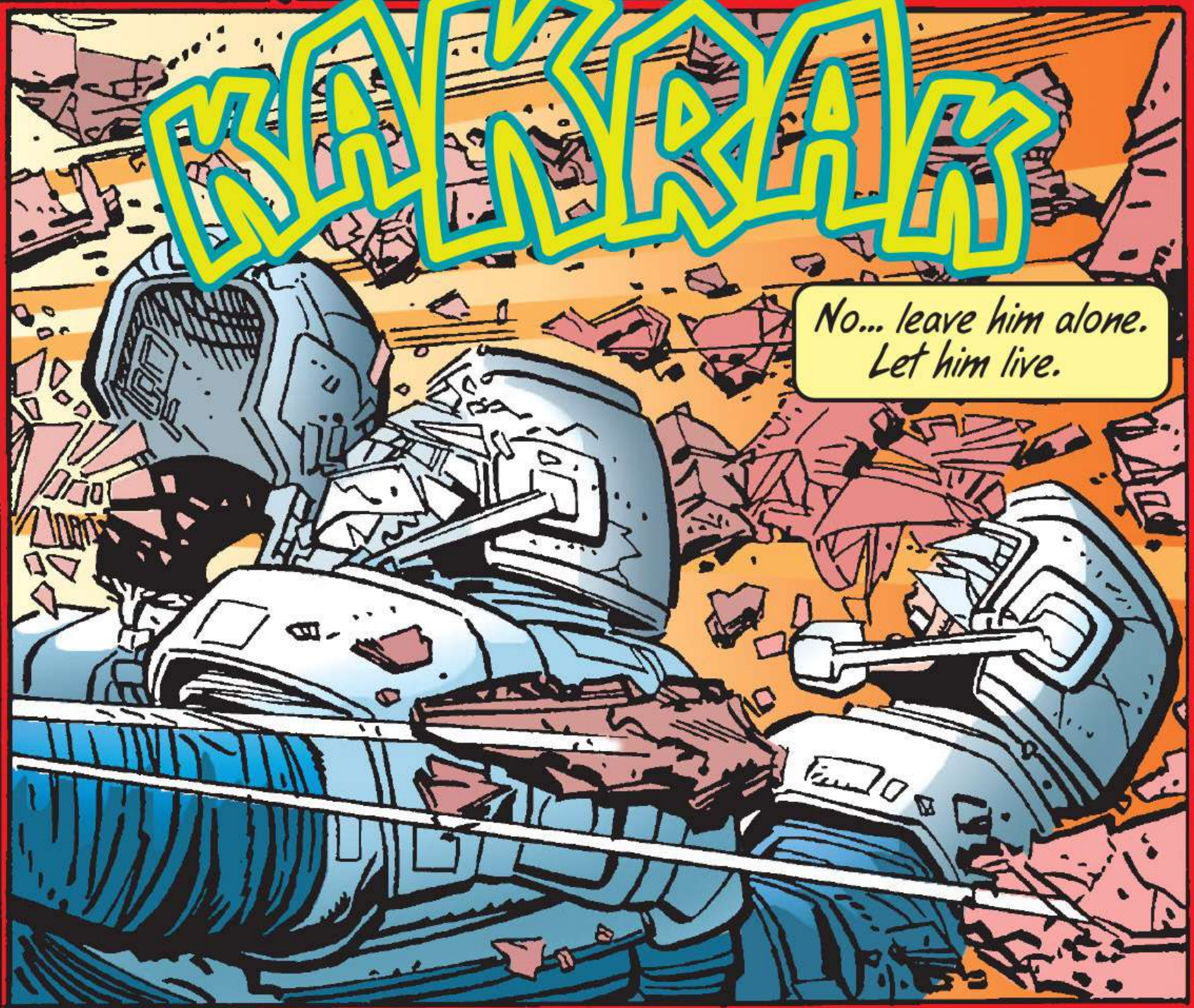
LET'S
FRY HIS
UGLY
BUTT.

YOU'VE...
... GOT...



...NOTHING!

BOOM!



CRASH!

No... leave him alone.
Let him live.

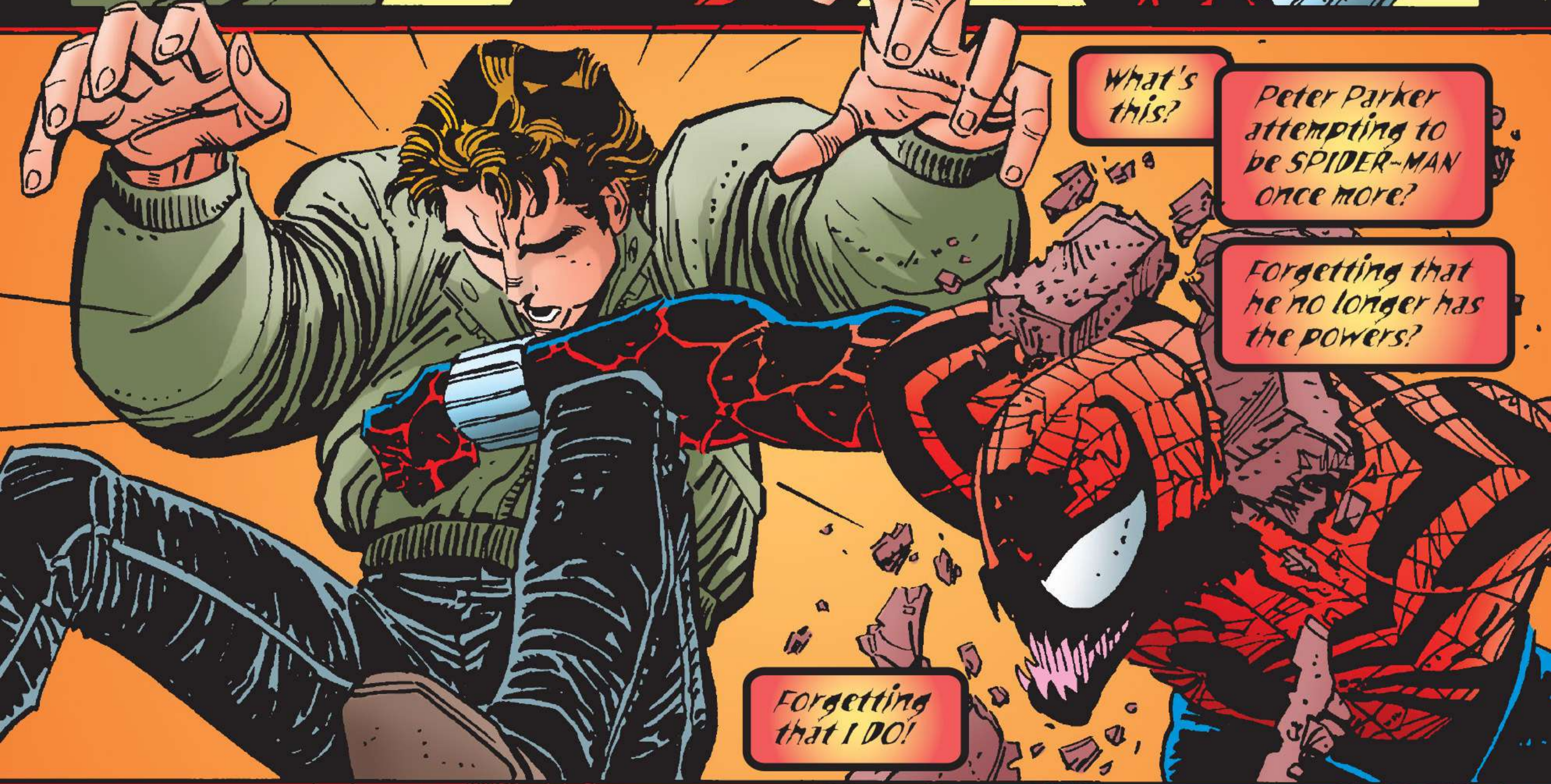


BE QUIET,
SPIDER! CAN'T
YOU SEE I'M
TRYING TO
WORK!

NOW
SHUT UP... YOU
LOSE! I'M IN
CONTROL OF THIS
BODY NOW!

AND,
AS MY OLD
FRIEND CLETUS
TAUGHT
ME...

IT'S
TIME TO
START PAINTING
THIS TOWN A
LOVELY SHADE
OF RED.





IT'S OVER.

YOU DIE!

BEN...
DON'T...
DON'T DO THIS.

I'M SORRY... BEN IS NOT AVAILABLE AT THE MOMENT...

PLEASE LEAVE A MESSAGE AT THE SOUND OF THE TEARING FLESH AND HE'LL TRY TO GET BACK TO YOU...
IN ANOTHER LIFE!

BEN,
YOU'VE GOT TO FIGHT IT.

YOU CAN DO IT... I DID.

IT'S A **SYMBIOTE**, BEN.

IT NEEDS **YOU** TO SURVIVE.

YOU CAN'T JUST LET IT TAKE OVER.

FIGHT IT, BEN... HELP ME.



THE LIGHTS ARE ON, BUT NOBODY'S HOME!

SYMBIOTE... A MUTUALLY BENEFICIAL RELATIONSHIP BETWEEN TWO ORGANISMS.

LOOKS LIKE BEN IS CALLING IN HIS MARKER ON THIS RELATIONSHIP, PETER.



AND THE TAKING OF YOUR LIFE IS IT.

BYE-BYE!

BEN... DON'T... PLEASE.



I WON'T.



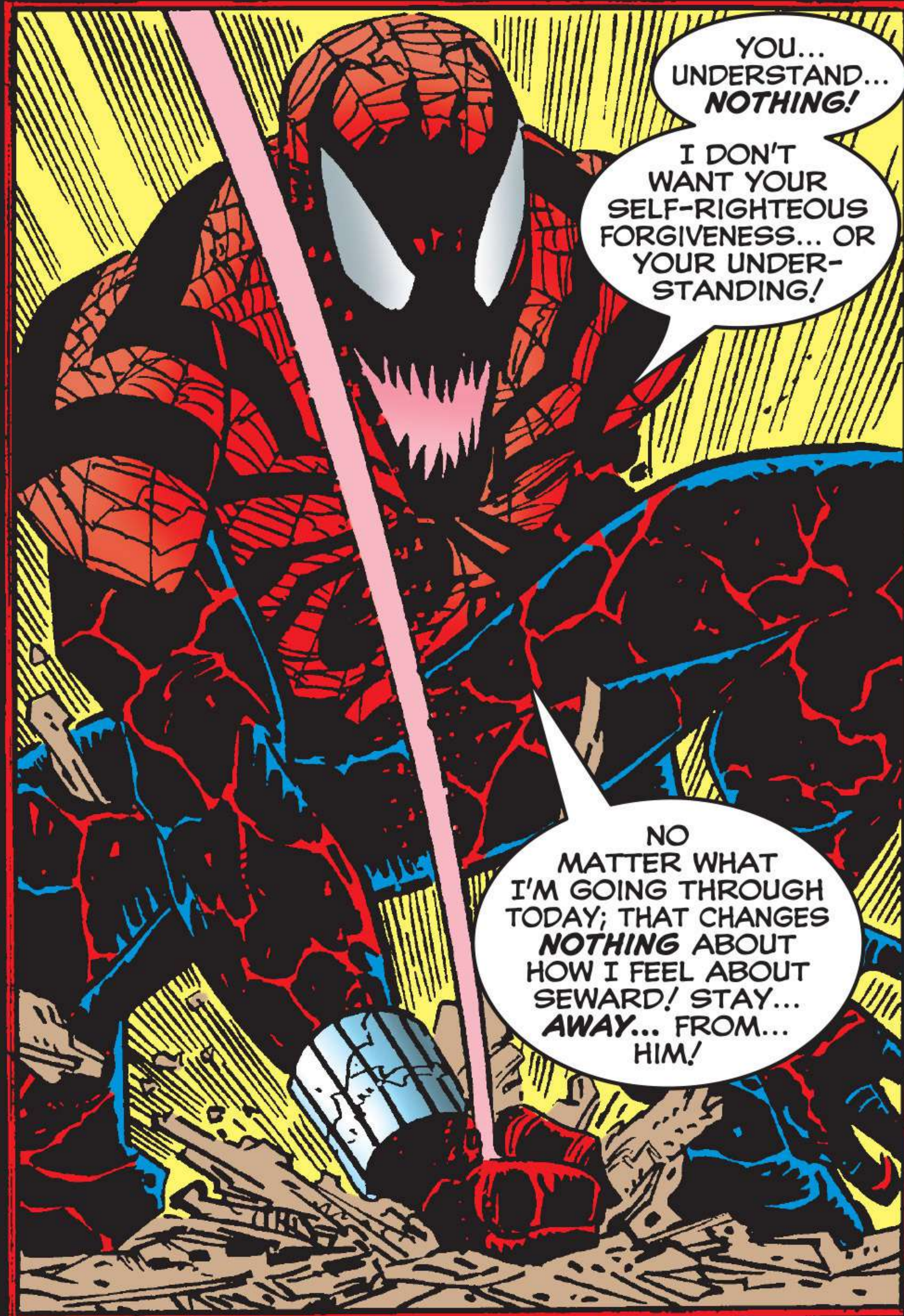
YOU IN CONTROL?

BARELY.



WHY DIDN'T YOU SAY SOMETHING? NOW I UNDERSTAND WHY YOU FLEW OFF THE HANDLE BACK AT YOUR APARTMENT... WHY YOU WERE SO DEFENSIVE OF SEWARD.

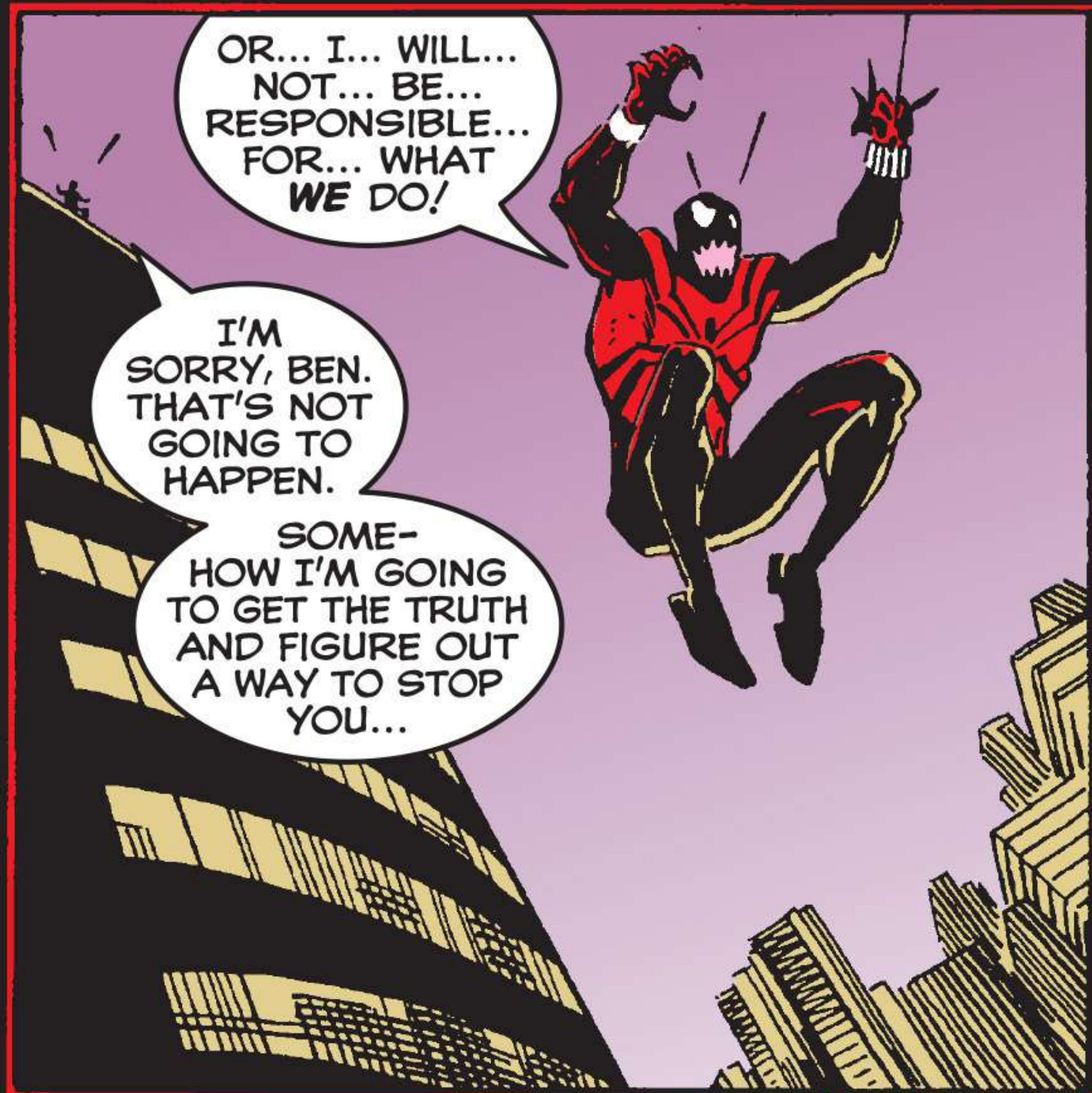
YOU'RE NOT YOURSELF. YOU SHOULD HAVE TOLD ME... I UNDERSTAND.



YOU... UNDERSTAND... **NOTHING!**

I DON'T WANT YOUR SELF-RIGHTEOUS FORGIVENESS... OR YOUR UNDERSTANDING!

NO MATTER WHAT I'M GOING THROUGH TODAY; THAT CHANGES **NOTHING** ABOUT HOW I FEEL ABOUT SEWARD! STAY... AWAY... FROM... HIM!



OR... I... WILL... NOT... BE... RESPONSIBLE... FOR... WHAT **WE** DO!

I'M SORRY, BEN. THAT'S NOT GOING TO HAPPEN.

SOMEHOW I'M GOING TO GET THE TRUTH AND FIGURE OUT A WAY TO STOP YOU...



... NO MATTER WHAT.

TO BE CONCLUDED IN THE PAGES OF **SPECTACULAR SPIDER-MAN #233!**



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MARVEL®
SPIDER-MAN
GROUP

WEB OF CARIVAGE PART 4 OF 4

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE SPECTACULAR

SPIDER-MAN®



W. B. D. BUGH

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS **THE SPECTACULAR SPIDER-MAN**

HE STRUGGLES TO CONTROL IT--

GUTS!

-- STRUGGLES TO CONTAIN THE ROILING, EVIL MADNESS THAT IS BEING VOMITED THROUGH HIS HEAD --

BLOOD!

-- SLICING AWAY AT HIS MIND WITH A LITANY OF VULGARITIES AND VIOLENCE!

BRAINS!

INFECTED BY THE MURDEROUS CARNAGE SYMBIOTE, BEN REILLY --

-- SPIDER-MAN --

-- WAGES WAR WITHIN HIMSELF, FIGHTING TO MAINTAIN A GRASP ON THE MALEVOLENT CARNAGE --

-- AS WELL AS HIS FLEETING SANITY!

INNER DEMONS

WEB OF CARNAGE PART 4

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IT OOZES
THROUGH
HIM --



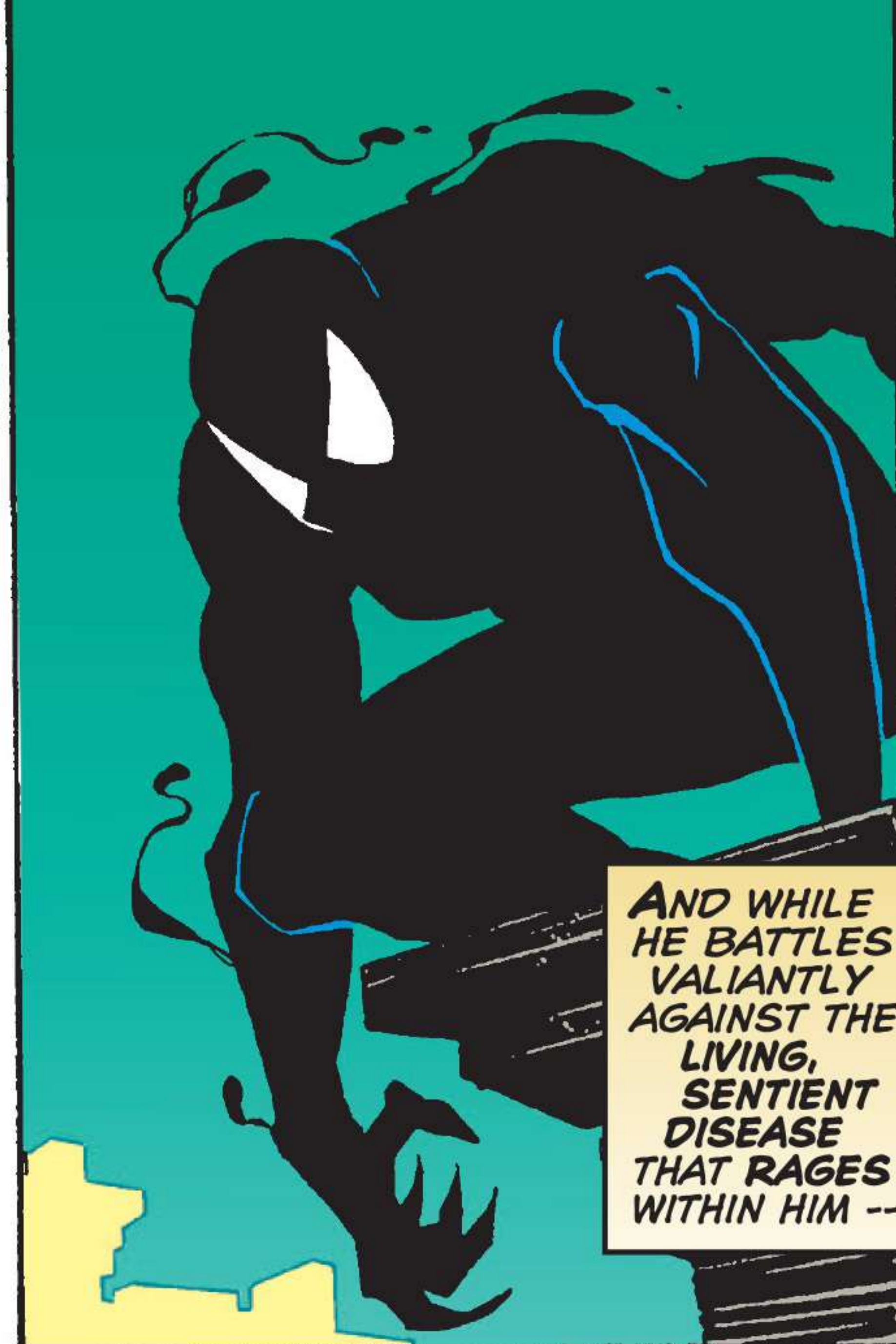
-- LIKE A FESTERING
WOUND --

-- TAINTING HIM,
MOCKING HIM!

-- TAUNTING HIM!

RIP THE FLESH!

KILL THEM ALL!



AND WHILE
HE BATTLES
VALIANTLY
AGAINST THE
LIVING,
SENTIENT
DISEASE
THAT RAGES
WITHIN HIM --

-- THE EFFECTS OF
THE BATTLE MANIFEST
THEMSELVES WITHOUT!

SHWIP

SHWAP

HE THROWS HIMSELF
INTO THE NIGHT --
HOPING TO DROWN
OUT THE BUBBLING,
PURULENT VOICE
THAT CHIDES HIM --

KILL THEM!
MAIM THEM!

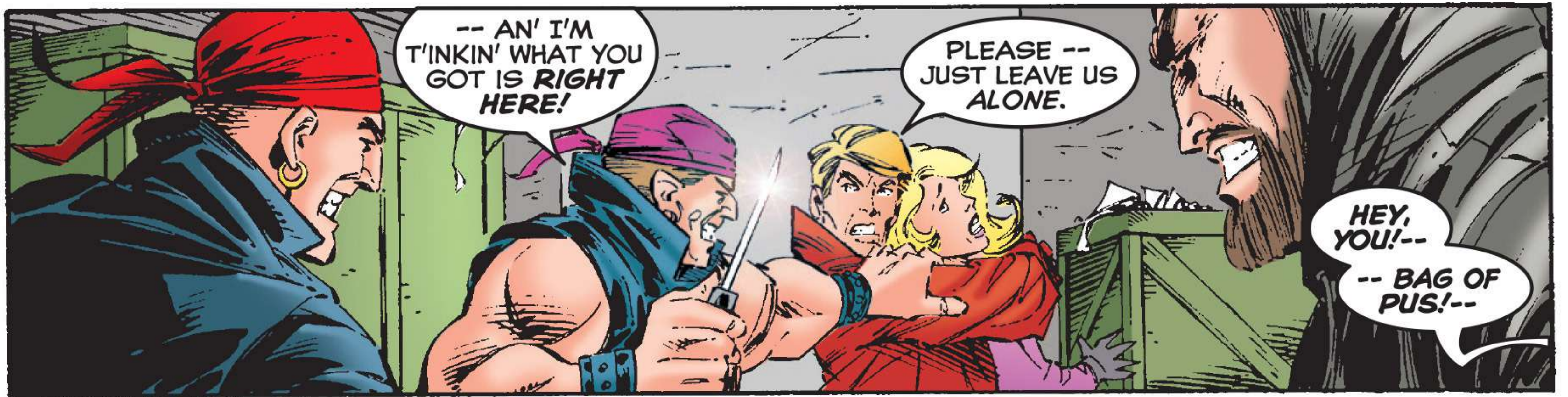
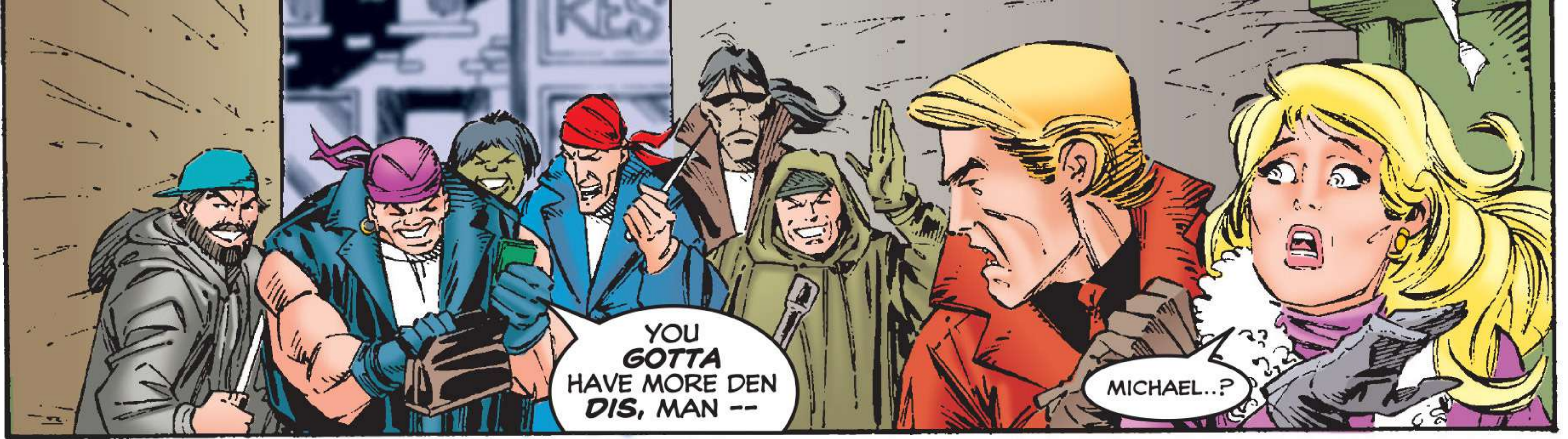
EVISCEERATE THEM!

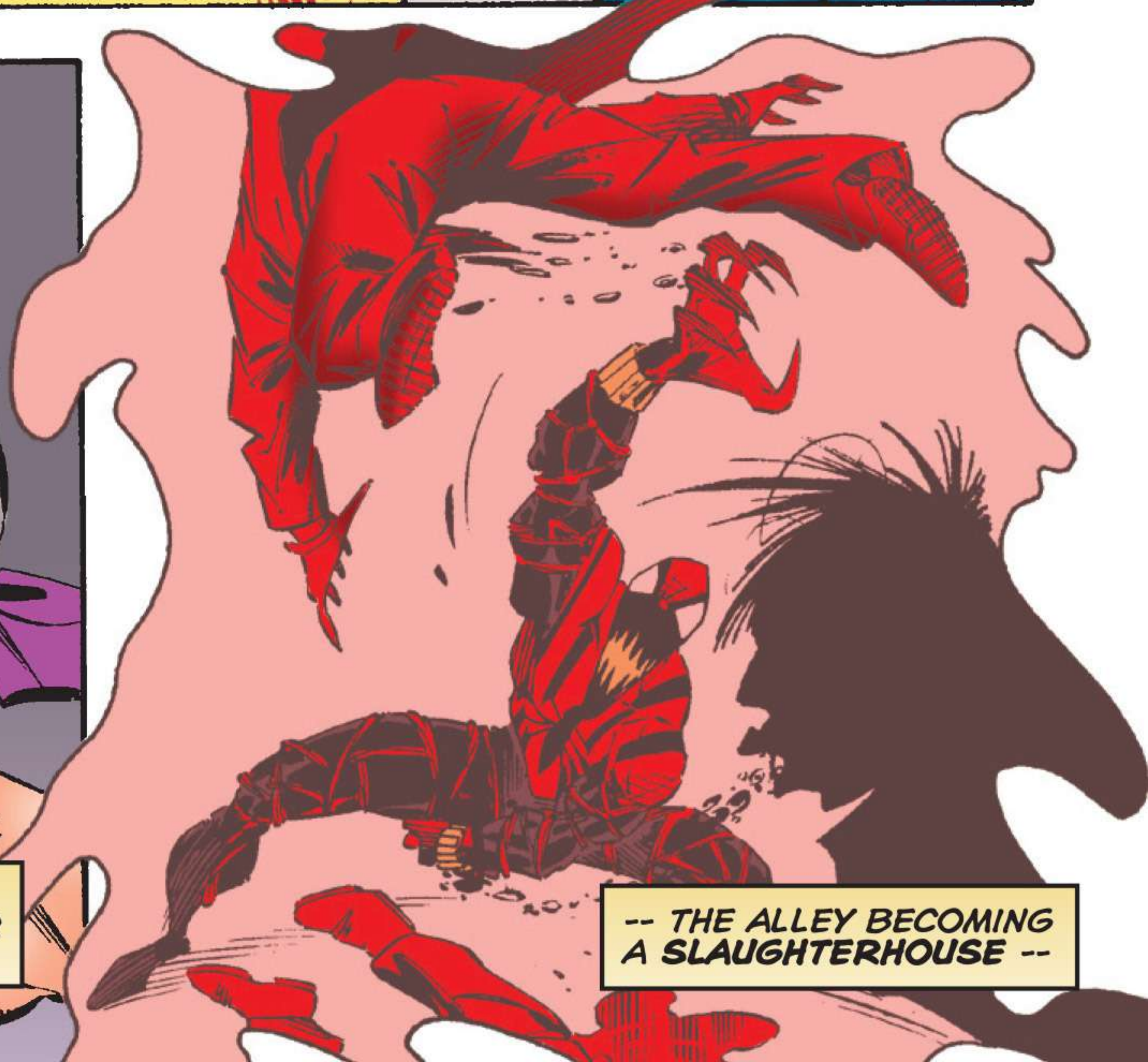
-- HOPING TO BURY THE
ROTTEN, PUTRID PIECES
OF CARNAGE THAT NOW
VIOLATE HIS THOUGHTS --

... I
SAID,
"GIVE
IT!"

Eh?

-- BENEATH THE WEIGHT
OF RESPONSIBILITY!





THE VISION HITS HIM
LIKE A SLEDGEHAMMER
TO THE GUT --

-- THE ALLEY BECOMING
A SLAUGHTERHOUSE --

-- HE STANDS OVER THE BODIES -- SPATTERED IN BLOOD AND GORE --

-- MESENTERY AND MUSCLE --

-- SURROUNDED BY THE HORROR! BUT THE WORST OF IT IS NOT IN WHAT HE SEES, BUT IN WHAT HE FEELS --

-- AS HE REALIZES THAT A PART OF HIM WANTS THIS!

NO!

NO!

NO!

HUGNF!

GO!
GO WHILE YOU CAN!

THAT VISION -- SO REAL! I COULD FEEL IT! TASTE IT! THE SYMBIOTE'S INFLUENCE OVER ME IS MUCH STRONGER THAN I --

-- Eh?!

I SAID

GO!

I CAN'T KEEP THIS UP! I THOUGHT THAT I COULD KEEP CARNAGE TRAPPED INSIDE ME --

-- BUT HE'S AFFECTING ME -- TWISTING ME!

I NEED HELP -- NEED TO GET SOME ANSWERS FROM THE ONE PERSON WHO CAN HELP ME..!

I CAME HERE FOR SOME ANSWERS...
MOSTLY BECAUSE I'VE SUDDENLY
FOUND MY LIFE FULL OF QUESTIONS!

AFTER SURVIVING THE
BOMBSHELL THAT WAS
DROPPED ON ME SEVERAL
MONTHS AGO --

-- THAT I WAS NOT THE REAL PETER
PARKER, THE REAL SPIDER-MAN --
THAT I WAS ACTUALLY THE CLONE OF
THE ORIGINAL --

MARY-JANE AND I RODE OFF INTO
THE SUNSET, EAGER TO START
A NEW LIFE, A NORMAL LIFE --

AND IT COULDN'T HAVE
GOTTEN MORE NORMAL. I
EVEN LOST MY POWERS!
I'M A NORMAL GUY!

BUT, NOW, SOME RECENT
DEVELOPMENTS -- NAMELY THE
DISCOVERY OF A SKELETON
THAT SHOULD, OR COULD, ONLY
BELONG TO SPIDER-MAN --

-- HAS GOT ME WONDERING
HOW MUCH OF THAT STORY
IS TRUE... IF ANY OF IT!

AND MORE IMPORTANTLY --
IF I'M NOT THE CLONE --

-- WHAT
AM I?!

AS A RESULT OF EVENTS IN SPIDER-MAN: THE FINAL ADVENTURE -- Ergonomic Eric.

A QUESTION THAT I THINK CAN BE
ANSWERED BY BEN'S GENETICIST
FRIEND, SEWARD TRAINER --

-- WHO JUST HAPPENS
TO HAVE MYSTERIOUSLY
DISAPPEARED FROM HIS
HOSPITAL ROOM!

IN CHECKING THE
HOSPITAL RECORDS,
HOWEVER, I FOUND OUT
THAT, WHILE SEWARD
SIGNED HIMSELF OUT
OF THE HOSPITAL --

-- IT WAS THIS COMPANY -- MULTIVEX --
THAT PAID SEWARD'S HOSPITAL BILL!

SO HERE I
AM, PLAYING
A HUNCH...

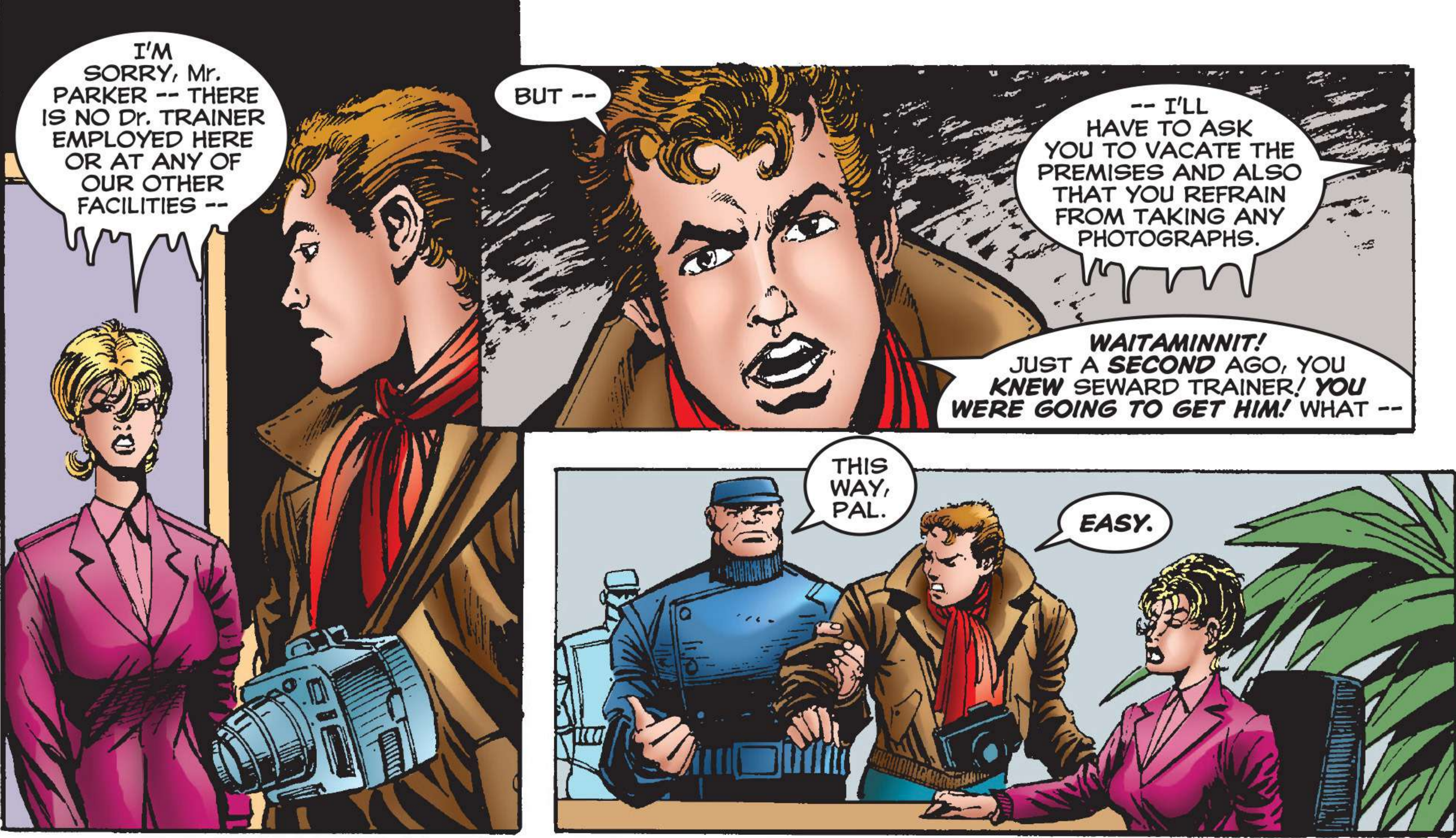
HI. I'M
PETER PARKER
FROM THE DAILY
BUGLE -- I'M HERE TO
GET SOME PHOTOS OF
A Dr. SEWARD
TRAINER...

multiVEX
"FINDING THE RIGHT
ANSWERS LIES IN
ASKING THE RIGHT
QUESTIONS."

...THEY'RE TO ACCOMPANY AN
ARTICLE WE'RE DOING ON
HIM FOR OUR SUNDAY
SUPPLEMENT.

CERTAINLY
Mr. PARKER, I'LL
LET Dr. TRAINER
KNOW YOU'RE HERE.

WELL, WHADDAYA KNOW --
MY HUNCH PAID OFF! NOW
I'LL GET SOME ANS --





IT ALL HAPPENED IN SPIDER-MAN #67, STILL ON SALE --Eric



RAVENCROFT...

THERE'S
NO DOUBT
ABOUT
IT --

-- THE UPSTATE PSYCHIATRIC
SECURITY FACILITY FOR THE
CRIMINALLY INSANE.

-- KASADY
IS DYING!

DEPRIVED
OF THE ALIEN
SYMBIOTE WHICH
HAD BONDED WITH HIS
BLOOD, HIS BODY
HAS BEGUN TO
ATROPHY --

-- WASTING
AWAY BEFORE
OUR EYES!

WE'VE
EXHAUSTED
OUR RESOURCES IN
TRYING TO SIMULATE
THE SYMBIOSIS --
TRANSFUSIONS AND
THE LIKE --

-- BUT WE CAN'T EVEN DECELERATE
THE DETERIORATION! KASADY'S
ONLY HOPE IS IN REUNITING
HIM WITH THE CARNAGE
SYMBIOTE --

-- GOD
HELP
US.

AND I SERIOUSLY DOUBT,
Dr. KAFKA, THAT THE
SYMBIOTE IS GOING TO
COME BACK WILLINGLY --
CARNAGE DOESN'T NEED
CLETUS KASADY
ANYMORE!

IT'S
FOUND A
STRONG, HEALTHY
HOST IN SPIDER-MAN
AND WHILE IT SEEMS
LIKE SPIDEY'S TRYING
TO CONTROL THAT
MONSTER INSIDE
HIM --

-- HE TORE
THROUGH MY
MEN AND ME LIKE WE
WEREN'T EVEN
THERE!

WE'RE RUNNING BLIND HERE!
FOR AS MUCH DATA AS WE'VE
GATHERED ON THE CARNAGE
SYMBIOTE, THERE'S STILL
SO MUCH MORE WE
DON'T KNOW --

IT ALSO HAPPENED IN SPIDER-MAN #67 - Eric

"-- WHY, WE'RE STILL
NOT CERTAIN HOW
IT GOT OUT IN
THE FIRST PLACE!

DEET DEET

JAMESON
HERE.

JOHN, I'VE GOT SPIDER-MAN ON
MONITOR -- HE JUST **BREACHED**
THE **OUTER PERIMETER** OF THE
GROUNDS -- **SOUTH EAST**
SECTOR --

-- REQUEST
WE GO TO
CODE 5!

**DO IT! TELL MARTINS I'LL
MEET HIM THERE!**

DOCTOR,
I WANT YOU TO
GO TO YOUR OFFICE,
NOW! AND WHILE IT
WON'T MEAN
MUCH --

"LOCK THE DOORS!"

NEED TO FLAY
SOMETHING! RIP
THE FLESH TO RED
RED RIBBONS..!

CARNAGE
INFLUENCE... GETTING
STRONGER! MAYBE
'CAUSE I'M IN CLOSE
PROXIMITY TO --

SHUUM

EEEEEEEEE

MICROWAVE CANNONS
TEAR AT HIM -- NEARLY
DRIVING THE CARNAGE
SYMBIOTE FROM HIM --

THE
CANNONS
DIDN'T
STOP HIM,
SIR!

DON'T
SWEAT THE
SMALL STUFF,
ROBERTS --
PREPARE TO FIRE
AGAIN! ON MY
MARK!

SCRRRAPE THEIR SKIN
TO STREAMERS!

SHOULD
HAVE SEEN
THAT ATTACK
COMING...

HAVE TO
GET IN -- GET
ANSWERS --

SHWIPT
SHWIPT

KEEP
'EM ON
HIM!

SHLICK

SHWART

SKEWER HIM!
SKEWER
HIS EYES!

BUT
BONDING WITH THE
SYMBIOTE HAS DULLED
MY SPIDER-SENSE
ALONG WITH EVERY-
THING ELSE!

HAVE
TO MAKE IT
RECOGNIZE
THREATS TO
CARNAGE NOW,
AS WELL!

SHLUKT



CARVE THEM!

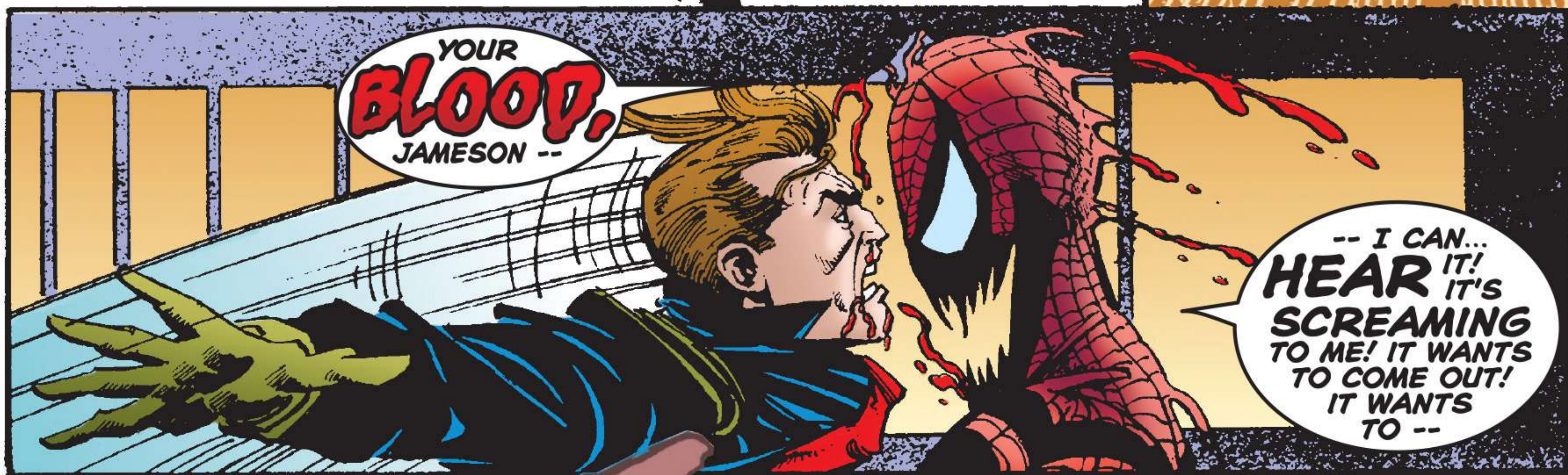
CARVE THEM!

CARVE THEM!



SPIDER-
SENSE!

JAMESON!



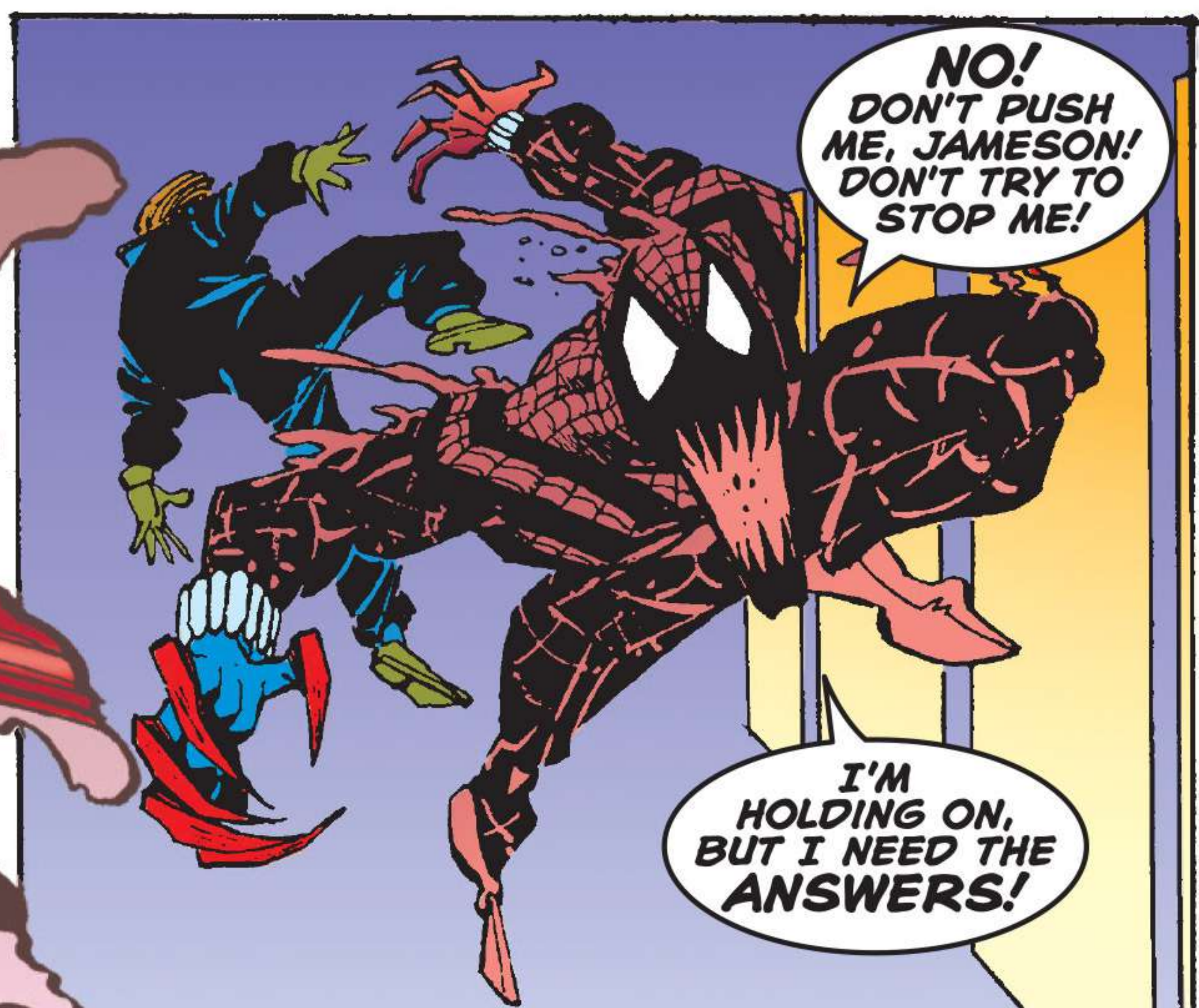
YOUR
BLOOD,
JAMESON --

-- I CAN...
HEAR IT!
IT'S
SCREAMING
TO ME! IT WANTS
TO COME OUT!
IT WANTS
TO --



CUT HIM!

SPILL HIM OUT
ON THE GROUND!



NO!
DON'T PUSH
ME, JAMESON!
DON'T TRY TO
STOP ME!

I'M
HOLDING ON,
BUT I NEED THE
ANSWERS!



UNIT TWO! HEAD HIM OFF! HE'S HEADING FOR KAFKA'S OFFICE!

BE READY TO HIT HIM WITH A STEADY BARRAGE FROM THE MICRO-WAVE CANNONS! YOU SEE SO MUCH AS A WEB --

" -- LIGHT HIM UP!"



WE'RE ALREADY IN POSITION HERE, SIR, BUT --

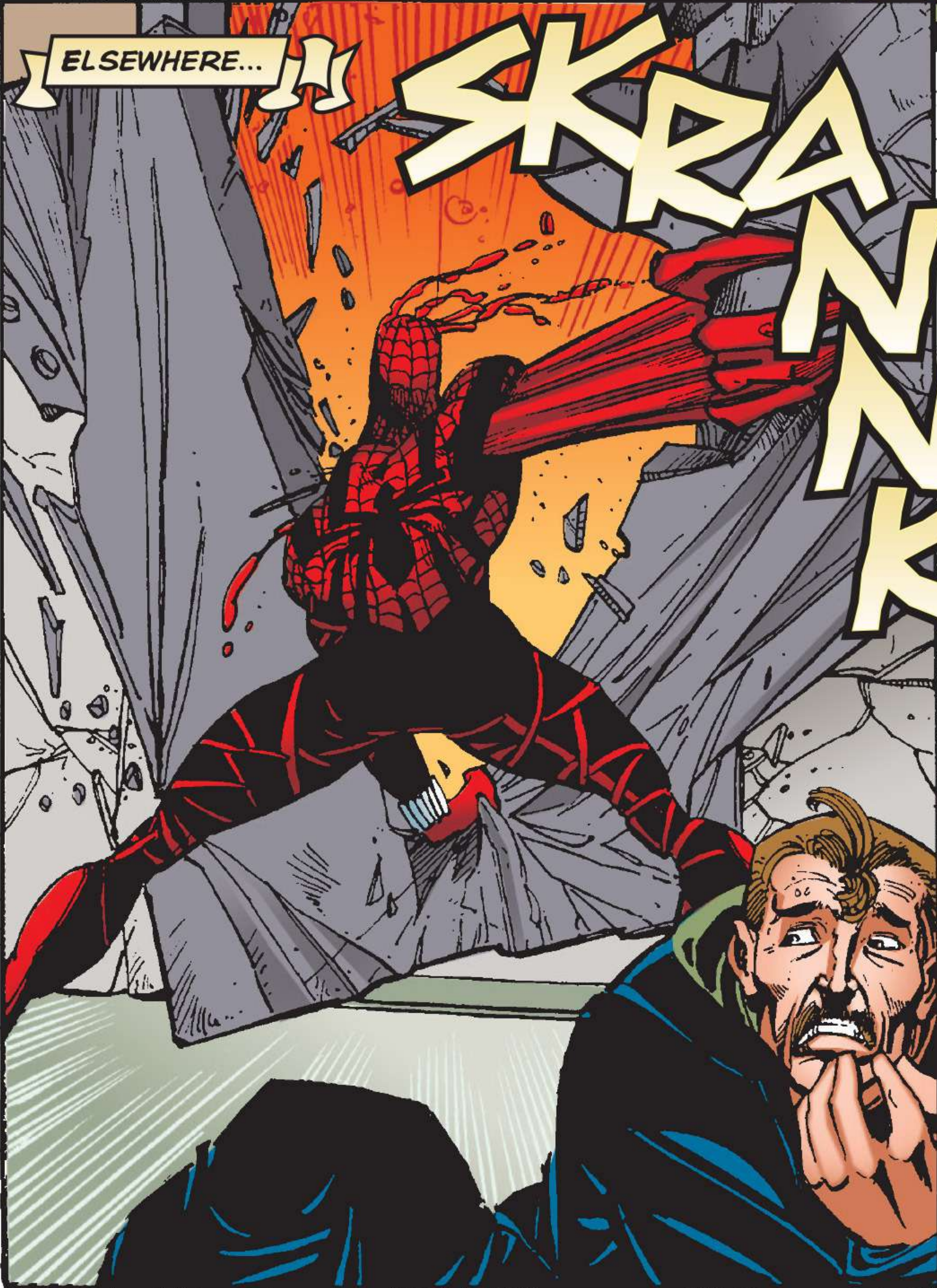
"--WHERE IS HE?!"

WHERE IS...

SPIDER-MAN'S ON A RAMPAGE! WITH CARNAGE POSSESSING HIM, HE'S CONSTANTLY STRUGGLING TO MAINTAIN DOMINANCE --

-- AND IT LOOKS LIKE HE'S WINNING -- BUT I CAN'T TAKE THAT CHANCE! HE SAID HE NEEDED ANSWERS, BUT IF NOT FROM KAFKA, THEN --

-- Oh, NO!

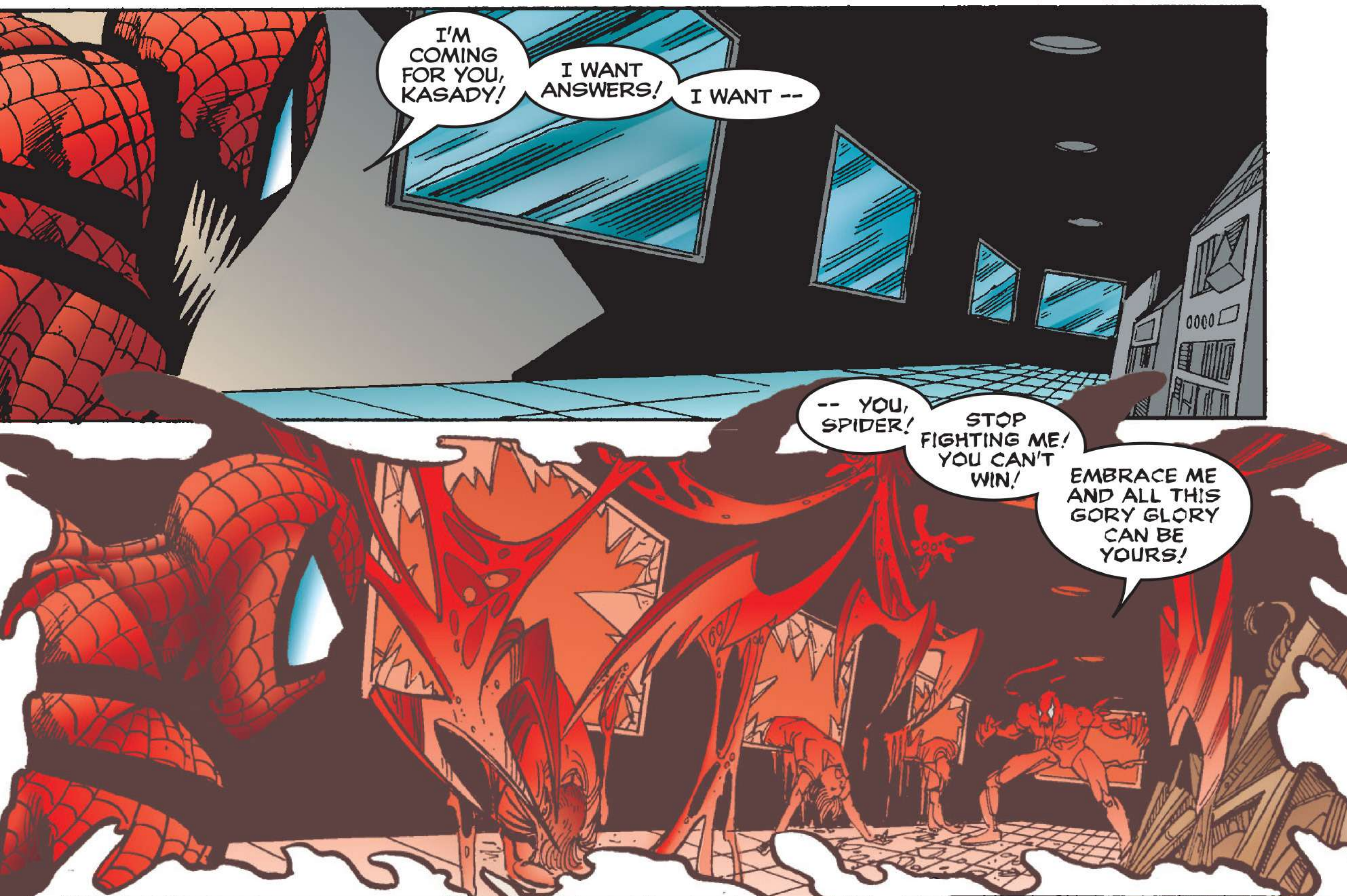


ELSEWHERE...

SKRANK



KASADY!





I CAN
TELL THE
MORNING
ON YOU --
TALKING AT
YOU --

-- BEHOLDING
THE WAY THROUGH
YOUR HEART LIKE
A BLOODSTAIN --

YOU'RE
NOT GOING...

HOW
DO I BRING
THE MARCHING
BAND ON? I
CONTROL
THE

YOU CAN'T.
YOU CAN'T BRING
IT. YOU CAN'T
FLUENTLY...

IT'S A
DISEASE --
A DANGER
TO YOUR
HEALTH --

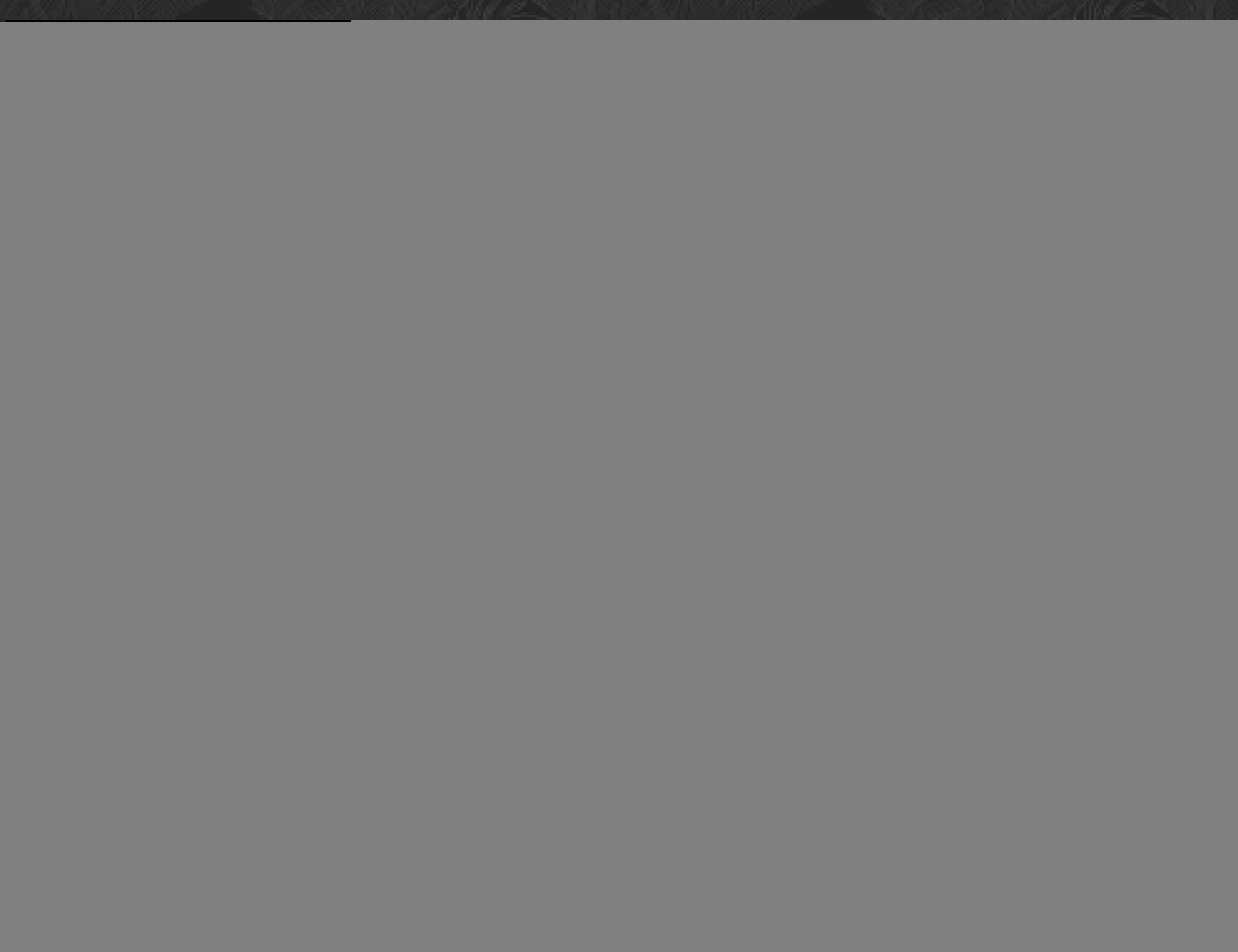
-- BRINGING
THE MARCHING
BAND ON
YOUR BRASS --





SPARK





THE MAN BENEATH THE MASK MAY LOOK LIKE PETER

THE MAN BENEATH THE MASK MAY LOOK LIKE PETER

